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REDEVELOPMENT AGENCY of the City and County of San Francisco



Gavin Newsom, Mayor

Francee Covington, President
London Breed
Linda A. Cheu
Leroy King
Ramon E. Romero
Darshan Singh
Rick Swig

Fred Blackwell, Executive Director
Gina E. Solis, Commission Secretary



CITY HALL, ROOM 416
1 DR. CARLTON B. GOODLETT PLACE
SAN FRANCISCO, CA 94102

DOCUMENTS DEPT.

LIVE BROADCAST KPOO 89.5 FM

JAN 16 2008

A G E N D A
Tuesday, January 15, 2008 • 4:00 p.m.

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ACCESSIBLE MEETING POLICY

For additional information about the Agenda items, visit the Agency's web site to access staff reports and relevant materials – www.sfgov.org/sfra. These reports and all public records that the Agency has received to date for a particular item are also available for public inspection during regular business hours at the Redevelopment Agency, Office of the Commission Secretary, One South Van Ness, 5th Floor, San Francisco, CA 94103 (telephone number: (415) 749-2400)

1. The meeting/hearing will be held in City Hall, Room 416, 1 Dr. Carlton B. Goodlett Place, San Francisco. The room is wheelchair accessible and has accessible seating for persons with disabilities and those using wheelchairs.
2. The closest accessible BART station is Civic Center, three blocks from City Hall. Accessible MUNI lines serving this location are: #47 Van Ness, #49 Van Ness, #71 Haight/Noriega, #5 Fulton, #21 Hayes, #6 Parnassus, #7 Haight, the F Line to Market and Van Ness and any line serving the Metro Stations at Van Ness and Market and at Civic Center. For more information about MUNI accessible services, call 415-673-6142.
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REGULAR MEETING AGENDA

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any. **No Reportable Action.**
3. Matters of Unfinished Business. **None.**
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

ALL MATTERS LISTED HEREUNDER CONSTITUTE A CONSENT AGENDA, ARE CONSIDERED TO BE ROUTINE BY THE REDEVELOPMENT AGENCY COMMISSION AND WILL BE ACTED UPON BY A SINGLE VOTE OF THE COMMISSION. THERE WILL BE NO SEPARATE DISCUSSION OF THESE ITEMS UNLESS A MEMBER OF THE COMMISSION OR THE PUBLIC SO REQUESTS, IN WHICH EVENT THE MATTER SHALL BE REMOVED FROM THE CONSENT AGENDA AND CONSIDERED AS A SEPARATE ITEM:

- (a) Approval of Minutes: Meeting of December 18, 2007

REGULAR AGENDA

Staff presentation estimated time: 10 minutes

- (b) Authorizing a Second Amendment to the Personal Services Contract with Willie B. Kennedy, a sole proprietorship, dba W. B. Kennedy & Associates, to increase the contract by an amount not to exceed \$95,000, for a total aggregate contract amount not to exceed \$675,000, to provide increased administrative support, outreach and information services to the Hunters Point Shipyard Citizens Advisory Committee; Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 1-2008)

Action Taken: _____

(c) **Public Hearing to hear all persons interested
in a Proposed Resolution of Necessity**

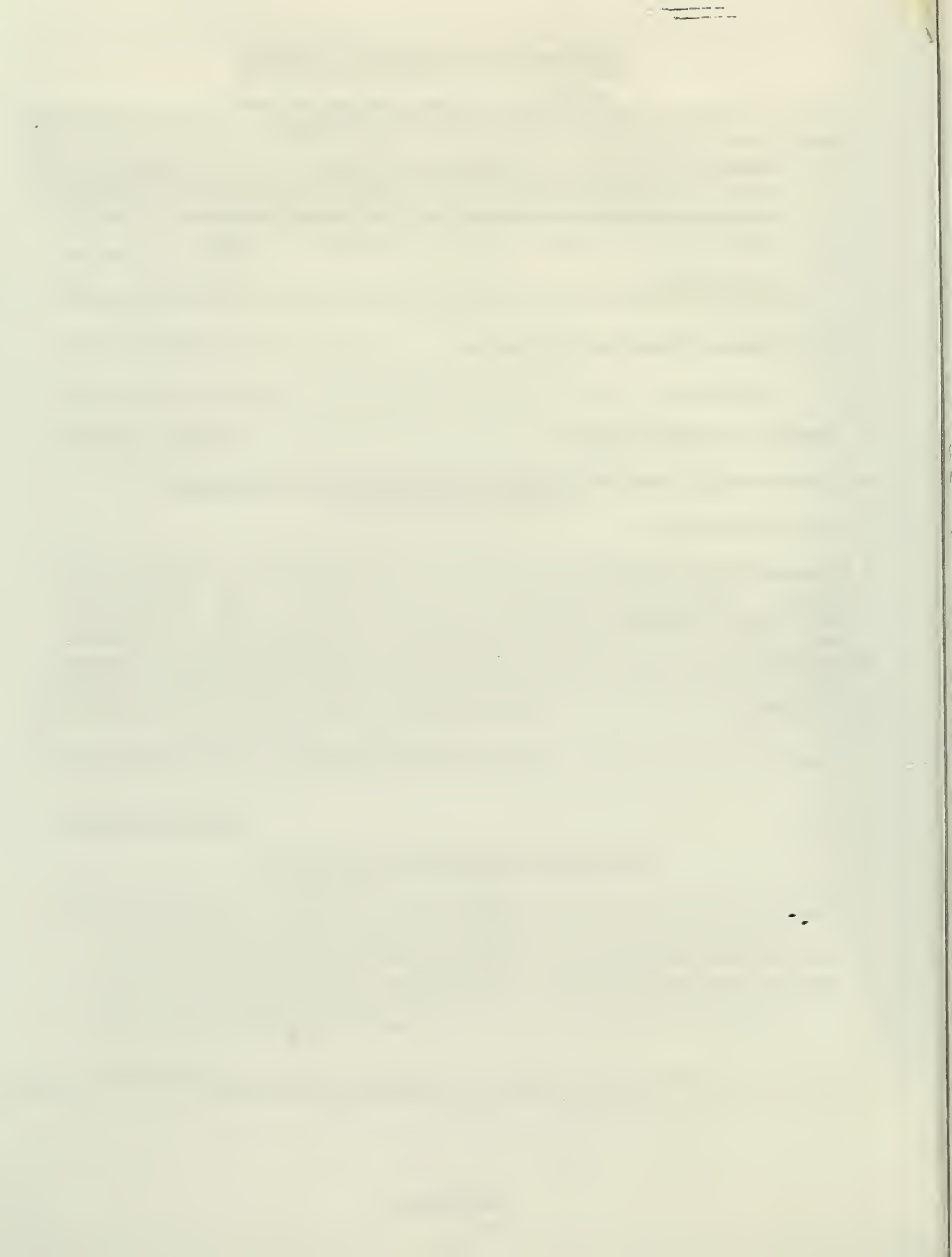
Resolution of Necessity for the acquisition of real property at 200-214 Sixth Street through Eminent Domain by the Redevelopment Agency of the City and County of San Francisco and adopting environmental findings pursuant to the California Environmental Quality Act; South of Market Redevelopment Project Area (Resolution No. 2-2008)

Action Taken: _____

(c) Election of President and Vice President

Action Taken: _____

5. Matters not appearing on Agenda
 6. Persons wishing to address the members on non-Agenda, but Agency related matters.
 7. Report of the President
 8. Report of the Executive Director
 9. Commissioners' Questions and Matters
 10. Closed Session: **None.**
 11. Adjournment
-



REDEVELOPMENT AGENCY of the City and County of San Francisco



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London Breed, Vice President
Linda A. Cheu
Leroy King
Ramon E. Romero
Darshan Singh
Rick Swig

Fred Blackwell, Executive Director
Gina E. Solis, Commission Secretary



CITY HALL, ROOM 416
1 DR. CARLTON B. GOODLETT PLACE
SAN FRANCISCO, CA 94102

LIVE BROADCAST KPOO 89.5 FM

A G E N D A
Tuesday, February 5, 2008 • 4:00 p.m.

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ACCESSIBLE MEETING POLICY

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any. **No Reportable Action.**
3. Matters of Unfinished Business. **None.**
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

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- (a) Approval of Minutes: Meeting of January 15, 2008
- (b) Authorizing a Letter Agreement with the City and County of San Francisco, by and through its Recreation and Park Department, to temporarily locate and operate a wood chipper and small crane beginning February 6, 2008 and ending February 29, 2008 on the Agency-owned vacant lot at 1345 Turk Street; Western Addition Redevelopment Project Area A-2 (Resolution No. 3-2008)

Action Taken: _____

REGULAR AGENDA

Staff presentation estimated time: 10 minutes

- (c) Update on HOPE SF Program

Staff presentation estimated time: 10 minutes

- (d) Workshop on the Draft Visitacion Valley Redevelopment Plan, the Visitacion Valley Preliminary Report and the Schlage Lock / Visitacion Valley Design for Development

5. Matters not appearing on Agenda
 6. Persons wishing to address the members on non-Agenda, but Agency related matters.
 7. Report of the President
 8. Report of the Executive Director
 9. Commissioners' Questions and Matters
 10. Closed Session: **None.**
 11. Adjournment
-

REDEVELOPMENT AGENCY of the City and County of San Francisco



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SAN FRANCISCO, CA 94102

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A G E N D A

Tuesday, February 19, 2008 • 4:00 p.m.

FEB 15 2008

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ACCESSIBLE MEETING POLICY

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REGULAR MEETING AGENDA

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any. **No Reportable Action.**
3. Matters of Unfinished Business. **None.**
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

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- (a) Approval of Minutes: Meeting of February 5, 2008

Action Taken: _____

REGULAR AGENDA

Staff presentation estimated time: 10 minutes

- (b) Authorizing a second amendment to the personal services contract with Business Development, Inc., a California corporation, to increase the contract amount by \$28,750, for a total aggregate amount not to exceed \$333,750, and to amend the scope of services to provide increased fiscal agent and administrative support services to the Project Area Committee; Bayview Hunters Point Redevelopment Project Area (Resolution No. 4-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (c) Authorizing a First Amendment to the Amended and Restated Personal Services Contract with Treadwell & Rollo, Inc., a California corporation, to increase the contract amount by \$1,657,375 for the period covering November 1, 2007 through December 19, 2009 for a total aggregate amount not to exceed \$2,662,375 for environmental review services in connection with: (1) the enhanced dust monitoring program for the Phase 1 development at Hunters Point Shipyard; and (2) the early transfer of additional property at Hunters Point Shipyard from the United States Department of the Navy to the Agency; Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 5-2008)

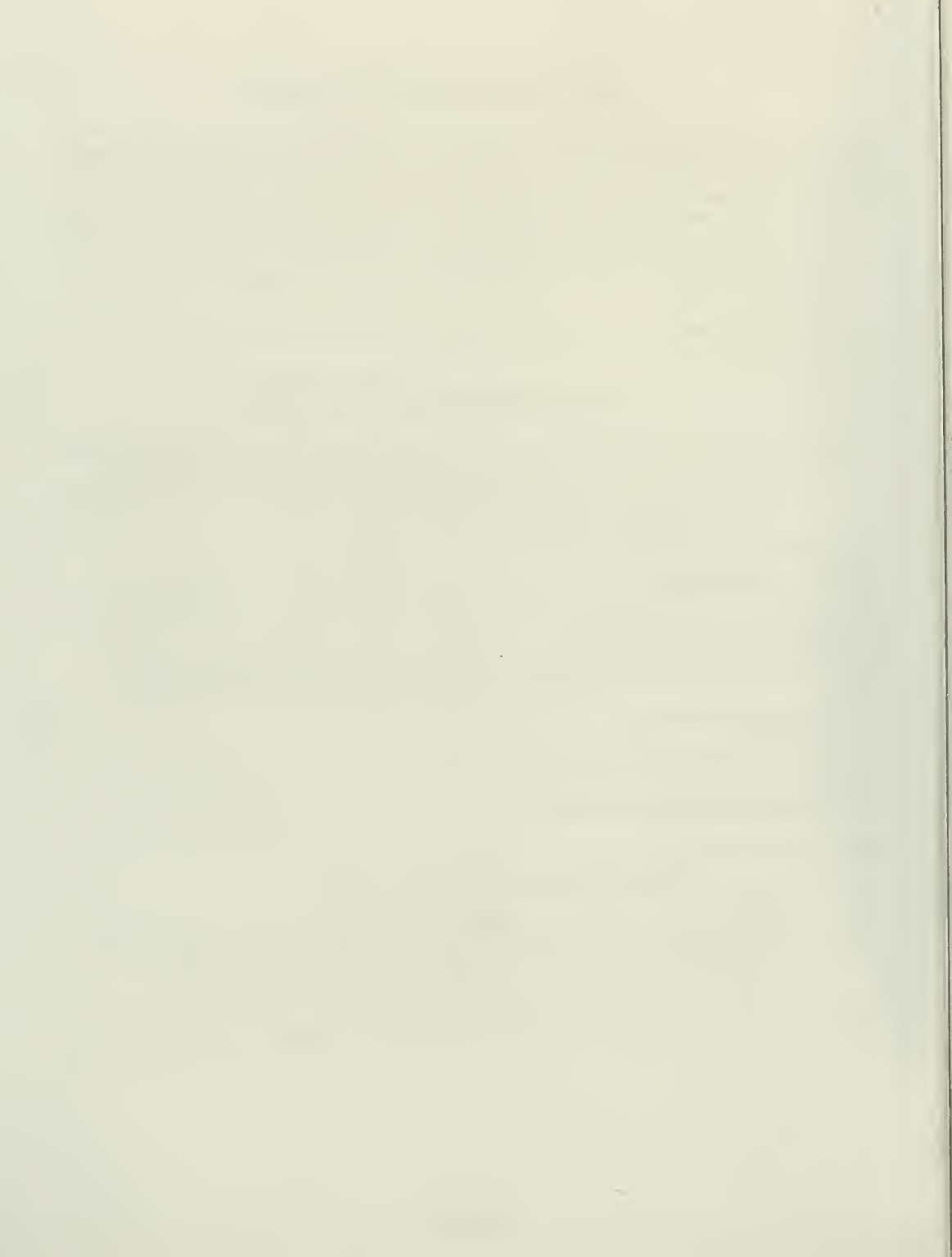
Action taken: _____

Staff presentation estimated time: 10 minutes

- (d) Authorizing the third year budget for the Agency's three-year contract with Arc Ecology, a California nonprofit corporation, to provide environmental outreach and information services to the Bayview Hunters Point Community in an amount not to exceed \$400,000 for a total aggregate amount of \$967,000; Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 6-2008)

Action taken: _____

5. Matters not appearing on Agenda
 6. Persons wishing to address the members on non-Agenda, but Agency related matters.
 7. Report of the President
 8. Report of the Executive Director
 9. Commissioners' Questions and Matters
 10. Closed Session: **None.**
 11. Adjournment
-



REDEVELOPMENT AGENCY of the City and County of San Francisco



Gavin Newsom, Mayor

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Rick Swig

Fred Blackwell, Executive Director
Gina E. Solis, Commission Secretary



SOUTH BEACH HARBOR COMMUNITY ROOM
THE EMBARCADERO, PIER 40
SAN FRANCISCO, CA 94107

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SPECIAL MEETING AGENDA

Tuesday, March 4, 2008 • 9:00 a.m.

MAR 10 2008

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ACCESSIBLE MEETING POLICY

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1. The meeting/hearing will be held at the South Beach Harbor, The Embarcadero, Pier 40, in the South Beach Harbor Community Room, San Francisco. The room is wheelchair accessible and has accessible seating for persons with disabilities and those using wheelchairs.
2. The closest accessible BART station is the Embarcadero or Montgomery Street stations. Walk or transfer to the Muni Metro T line directly to the AT&T ballpark – the Second and King Muni Metro station is right next to the Harbor. Muni buses 15, 30 and 45 also stop within one block of the Harbor. For more information about MUNI accessible services, call 415-673-6142.
3. There is accessible but limited parking at the South Beach Harbor. There are public parking facilities in the immediate area with one of the largest lots located at Brannan and the Embarcadero. Subject to availability, South Beach Harbor visitors can park for up to two hours in designated spaces in the visitor lot on Pier 40 (at Townsend and the Embarcadero). Without prior approval, no visitors are allowed in the permit parking lots (inside Pier 40 or in the south lot off Second and King Streets). Cars without permits in these permit parking lots are subject to towing.
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SAN FRANCISCO REDEVELOPMENT AGENCY COMMISSION RETREAT

SPECIAL MEETING AGENDA

- 1. Recognition of a Quorum**
- 2. Persons wishing to address the members on non-Agenda, but Agency related matters.**
- 3. The Commission of the Redevelopment Agency will hold a retreat for the purpose of discussing the following:**
 - (a) Discussion on each Project Area and Survey Area**
 - (b) Commission Meetings**
 - (c) Governance**
 - (d) Goal Setting**

- 4. Adjournment**

Members of the public have a right to comment on the matters described above either before or after consideration of the item.

REDEVELOPMENT AGENCY of the City and County of San Francisco



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1 DR. CARLTON B. GOODLETT PLACE
SAN FRANCISCO, CA 94102

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A G E N D A

Tuesday, March 18, 2008 • 4:00 p.m.

MAR 14 2008

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ACCESSIBLE MEETING POLICY

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any. **No Reportable Action.**
3. Matters of Unfinished Business. **None.**
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

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- (a) Approval of Minutes: Meeting of February 19, 2008
- (b) Extending the expiration date of a non-binding Term Sheet with 1210 Scott Street, Inc., a California nonprofit public benefit corporation, for the acquisition of Agency-owned property commonly known as 1210 Scott Street (Assessor's Block 729, Lot 46) for the expansion of a private, coeducational high school, which is known as the Jewish Community High School of the Bay, for a period of 30 days to April 30, 2008; Western Addition Redevelopment Project Area A-2 (Resolution No. 7-2008)

Action taken: _____

REGULAR AGENDA

Staff presentation estimated time: 10 minutes

- (c) Conditionally approving the schematic design from Habitat for Humanity San Francisco for seven residential units on a portion of Parcel EE-2 located on the northwest corner of the intersection of Whitney Young Circle and Hudson Avenue; Bayview Hunters Point Redevelopment Project Area (Resolution No. 8-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (d) Expressing the intent of the Redevelopment Agency of the City and County of San Francisco to issue multifamily mortgage revenue bonds in one or more series in an amount not to exceed \$24,000,000 to finance the construction of residential facilities known as Armstrong Senior Housing, located on a portion of Assessor's Block 5421, Parcel numbers 003, 005, 006, 007, 008, 009 and 011; Bayview Hunter's Point Redevelopment Project Area; Agency Citywide Affordable Housing Program (Resolution No. 9-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (e) Authorizing a Third Amendment to a tax increment Grant Agreement with San Francisco Medical Center Outpatient Improvement Programs, Inc. (commonly known as the South of Market Health Center), a California nonprofit public benefit corporation, to extend the term from December 31, 2007, to March 31, 2009, and to increase the grant agreement amount by \$170,476 for a total aggregate amount not to exceed \$2,179,454 for additional predevelopment costs associated with the construction of a health clinic at 227-255 Seventh Street as part of the Westbrook Plaza development; South of Market Redevelopment Project Area. (Resolution No. 10-2008)

Action taken: _____

- (f) Workshop on Accessibility Policy
- (g) Workshop on the Agency's Fiscal Year 2008/09 Budget

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session: **None.**
11. Adjournment
-

REDEVELOPMENT AGENCY of the City and County of San Francisco



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CITY HALL, ROOM 416
1 DR. CARLTON B. GOODLETT PLACE
SAN FRANCISCO, CA 94102

LIVE BROADCAST KPOO 89.5 FM

A G E N D A

Tuesday, April 1, 2008 • 4:00 p.m.

03-23-08 08:44 PWD

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MAR 28 2008

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1. Recognition of a Quorum
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3. Matters of Unfinished Business. **None.**
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

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- (a) Approval of Minutes: Meeting of March 18, 2008
- (b) Authorizing the Executive Director to enter into a Letter Agreement with the City and County of San Francisco, by and through its San Francisco Public Utilities Commission, to provide security services for switchgear equipment located at Innes Avenue and Earl Street, beginning April 14, 2008 and ending no later than August 16, 2008 for an amount not to exceed \$80,000; Hunters Point Shipyard Redevelopment Project Area.
(Resolution No. 11-2008)
- (c) Authorizing a First Amendment to the Personal Services Contract with McCoy's Patrol Service, a California corporation, to modify the scope of services for security services and increase the contract amount by \$80,000 for a total aggregate amount not to exceed \$1,055,000, subject to appropriation of funds; Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 12-2008)
- (d) Adopting an Agency Permit to Enter Policy for the use of Agency owned or leases property by third parties on an interim basis; All Agency Redevelopment Project Areas.
(Resolution No. 13-2008)

Action taken: _____

REGULAR AGENDA

Staff presentation estimated time: 10 minutes

- (e) Authorizing a Predevelopment Loan Agreement with Martin Luther King-Marcus Garvey Square Cooperative Apartments, Incorporated, a California mutual benefit nonprofit corporation, in an amount not to exceed \$1,000,000 for predevelopment costs associated with the rehabilitation of 211 units of low-income cooperative housing; 1680 Eddy Street; Western Addition Redevelopment Project Area A-2. (Resolution No. 14-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (f) Expressing the intent of the Redevelopment Agency of the City and County of San Francisco to issue multifamily mortgage revenue bonds in one or more series in an aggregate amount not to exceed \$18,000,000 to finance the acquisition and rehabilitation of residential facilities at 1615 Sutter Street by Nihonmachi Terrace Limited Partnership; Western Addition Redevelopment Project Area A-2. (Resolution No. 15-2008)

Action taken: _____

Staff presentation estimated time: 20 minutes

- (g) Workshop on the Agency's Fiscal Year 2008/09 Budget

Staff presentation estimated time: 10 minutes

- (h) Authorizing a second amendment to the Personal Services Contract with Wagstaff and Associates, a California Corporation, to extend the schedule of performance and to increase the budget by an additional \$95,610, for a total aggregate amount not to exceed \$400,795 to prepare an Environmental Impact Report; Visitacion Valley Redevelopment Survey Area. (Resolution No. 16-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (i) Authorizing the Executive Director to negotiate and enter into a Personal Services Contract with Seifel Consulting Inc. to provide consulting assistance toward redevelopment plan amendments and affordable housing strategies for the Combined Hunters Point Shipyard / Candlestick development project and Bayview Hunters Point Area C, for an amount not to exceed \$750,000; Bayview Hunters Point and Hunters Point Shipyard Redevelopment Project Areas. (Resolution No. 17-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (j) Authorizing an Amended and Restated Tax Increment Loan Agreement with Mercy Housing California, a California nonprofit public benefit corporation, to increase the loan amount by \$6,745,338, for a total aggregate amount not to exceed \$12,952,232 for the construction of 49 very low income family rental units at Westbrook Plaza, 227-255 Seventh Street, and adopting environmental findings pursuant to the California Environmental Quality Act; South of Market Redevelopment Project Area. (Resolution No. 18-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (k) Approving the request from the Yerba Buena Center for the Arts to name their theater the "Yerba Buena Center for the Arts Novellus Theater" pursuant to the Amended and Restated Agreement for the Operation of Cultural Facilities by and between Yerba Buena Center for the Arts and the Redevelopment Agency of the City and County of San Francisco, Yerba Buena Center Redevelopment Project Area. (Resolution No. 19-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

Agenda Items 4 (l), (m), and (n) will be presented together but acted on separately

- (l) Granting a variance from the off-street freight loading requirements and an exception from the bulk limits of the Yerba Buena Center Redevelopment Plan for the redevelopment of 680-690 Folsom Street and 50 Hawthorne Street (Assessor's Block 3735, Lots 013-017); Yerba Buena Center Redevelopment Project Area (Resolution No. 20-2008)

Action taken: _____

- (m) Conditionally approving the schematic design for a proposed development located at 680-690 Folsom Street and 50 Hawthorne Street (Assessor's Block 3735, Lots 013-017), including: (1) renovation and expansion of the existing office building at 680 Folsom Street, renovation of the existing office building at 50 Hawthorne Street, demolition of the existing building and potential installation of temporary landscaping at 690 Folsom Street and (2) redevelopment of the 690 Folsom Street portion of the site as a new approximately 15,040-square-foot retail and atrium development; Yerba Buena Center Redevelopment Project Area (Resolution No. 21-2008)

Action taken: _____

- (n) Authorizing an Owner Participation Agreement with Hawthorne Folsom Place LLC, a Delaware limited liability company, for a two-phased development at 680-690 Folsom Street and 50 Hawthorne Street (Assessor's Block 3735, Lots 013-017) which will include: (1) renovation and expansion of the existing office building at 680 Folsom Street; renovation of the existing office building at 50 Hawthorne Street; demolition of the existing building at 690 Folsom Street and also the potential installation of temporary landscaping at 690 Folsom Street; and (2) as to the 690 Folsom Street portion, either the construction of an approximately 15,040-square-foot retail and atrium development or the potential sale of the property to the Museum of Performance and Design for development of a museum facility; Yerba Buena Center Redevelopment Project Area. (Resolution No. 22-2008)

Action taken: _____

5. Matters not appearing on Agenda
 6. Persons wishing to address the members on non-Agenda, but Agency related matters
 7. Report of the President
 8. Report of the Executive Director
 9. Commissioners' Questions and Matters
 10. Closed Session: **None**
 11. Adjournment
-

REDEVELOPMENT AGENCY of the City and County of San Francisco



Gavin Newsom, Mayor

Francee Covington, President
London Breed, Vice President
Linda A. Cheu
Leroy King
Ramon E. Romero
Darshan Singh
Rick Swig

Fred Blackwell, Executive Director
Gina E. Solis, Commission Secretary



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A G E N D A

Tuesday, April 15, 2008 • 4:00 p.m.

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REGULAR MEETING AGENDA

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any. **No Reportable Action.**
3. Matters of Unfinished Business. **None.**
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

ALL MATTERS LISTED HEREUNDER CONSTITUTE A CONSENT AGENDA, ARE CONSIDERED TO BE ROUTINE BY THE REDEVELOPMENT AGENCY COMMISSION AND WILL BE ACTED UPON BY A SINGLE VOTE OF THE COMMISSION. THERE WILL BE NO SEPARATE DISCUSSION OF THESE ITEMS UNLESS A MEMBER OF THE COMMISSION OR THE PUBLIC SO REQUESTS, IN WHICH EVENT THE MATTER SHALL BE REMOVED FROM THE CONSENT AGENDA AND CONSIDERED AS A SEPARATE ITEM:

- (a) Approval of Minutes: Meeting of April 1, 2008
- (b) Authorizing a Tax Increment Loan Agreement with Balwantsinh and Lataben Thakor, owners of the Kean Hotel, for an amount not to exceed \$100,000, pursuant to the Single Room Occupancy Hotel Rehabilitation Loan Program, for rehabilitation activities at the Kean Hotel located at 1018 Mission Street; South of Market Redevelopment Project Area (Resolution No. 23-2008)
- (c) Authorizing a First Amendment to the Owner Participation Agreement with 766 Harrison, LLC, a California limited liability company, to allow for office space on the ground floor of the residential development at 766 Harrison Street, located between Fourth and Lapu-Lapu Streets (Assessor's Block 3751, Lot 153); Yerba Buena Center Redevelopment Project Area (Resolution No. 24-2008)
- (d) Authorizing a Settlement Agreement and Release of Claims in the Lawsuit entitled San Francisco Historic Resources Advocates, et al. v. San Francisco Redevelopment Agency, et al., (San Francisco Superior Court, Case No. 07-507948, filed Dec. 26, 2007) (claim against the environmental review of Agency's amendment to its Transfer of Development Rights Policy); Rincon Point - South Beach Redevelopment Project Area; Yerba Buena Center Redevelopment Project Area (Resolution No. 25-2008)

- (e) Authorizing submittal of an application to the State of California's Department of Housing and Community Development for funding under the Infill Infrastructure Grant Program for infrastructure improvements (the "Program"); the execution of a standard agreement if selected for such funding and any amendments thereto; and any related documents necessary to participate in the program; for: (1) \$1,000,000 for Transbay Block 11a and (2) \$29,000,000 for the development of the Transbay Transit Center on behalf of the Transbay Joint Powers Authority; Transbay Redevelopment Project Area (Resolution No. 26-2008)
- (f) Authorizing submittal of an application to the State of California's Department of Housing and Community Development for funding under the Infill Infrastructure Grant Program for infrastructure improvements (the "Program"); the execution of a standard agreement if selected for such funding and any amendments thereto; and any related documents necessary to participate in the program for \$25,021,079 for Phase 1 of the of the Hunters Point Shipyard Redevelopment Project Area; Hunters Point Shipyard Redevelopment Project Area (Resolution No. 27-2008)

Action taken: _____

REGULAR AGENDA

Staff presentation estimated time: 10 minutes

- (g) Commending and Expressing appreciation to Mario Menchini for his services on the occasion of his retirement from the Redevelopment Agency of the City and County of San Francisco (Resolution No. 28-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (h) Approving the proposed budget for the fiscal year period from July 1, 2008 through June 30, 2009 and authorizing the Executive Director to submit the Budget to the Mayor's Office (Resolution No. 29-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

(Items (i) and (j) will be presented together but acted on separately)

- (i) **Public Hearing to hear all persons interested in 1210 Scott Street, Assessor's Block 729, Lot 46; Western Addition Redevelopment Project Area A-2**

Authorizing (1) a Disposition and Development Agreement, (2) a First Amendment to the Amended Owner Participation Agreement and Third Amendment to the Agreement for Disposition of Land for Private Development, and (3) a First Amendment to the Exchange Agreement, all with 1210 Scott Street, Inc., a California nonprofit public benefit corporation, for the acquisition of the property commonly known as 1210 Scott Street (Assessor's Block 729, Lot 46) for the development of a 14,690-square-foot gymnasium and approximately 14 classrooms associated with the Jewish Community High School of the Bay; Western Addition Redevelopment Project Area A-2 (Resolution No. 30-2008)

Action taken: _____

- (j) Conditionally approving the schematic design for interim landscaping and a proposed 14,690-square-foot gymnasium and approximately 14 classrooms associated with the Jewish Community High School of the Bay, located on the property commonly known as 1210 Scott Street (Assessor's Block 729, Lot 46); Western Addition Redevelopment Project Area A-2 (Resolution No. 31-2008)

Action taken: _____

Staff presentation estimated time: 15 minutes

- (k) Workshop on the Certificate of Preference Home Buyers Assistance Program

Staff presentation estimated time: 10 minutes

- (l) Authorizing an Amended and Restated Garage Management Agreement with EJI-HSM Property Management Company, LLC, a California limited liability company, to permit the Agency to pay for approved operation deficits in an amount not to exceed \$100,000 associated with the management and operation of the Agency's public parking garage on Agency Parcel 732-A; Western Addition Redevelopment Project Area A-2 (Resolution No. 32-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

(Items 4(m) and 4(n) will be presented together but acted on separately)

- (m) Granting a variance from the density standards of the Western Addition A-2 Redevelopment Plan and conditionally approving a schematic design for a 33-unit condominium project at 1301 Divisadero Street (Assessor's Block 1101, Lot 7); Western Addition Redevelopment Project Area A-2 (Resolution No. 33-2008)

Action taken: _____

- (n) Authorizing an Owner Participation Agreement with A & M Properties, L.P., a California limited partnership, for a 33-unit condominium project at 1301 Divisadero Street (Assessor's Block 1101, Lot 7); Western Addition Redevelopment Project Area A-2 (Resolution No. 34-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (o) Conditionally Approving the Schematic Design for the Proposed Development of Approximately 32 Low- and Moderate-Income First-Time Ownership Units at 1345 Turk Street, and adopting environmental findings pursuant to the California Environmental Quality Act, Western Addition Redevelopment Project Area A-2; Citywide Tax Increment Housing Program (Resolution No. 35-2008)

Action taken: _____

(Items 4(q) and (r) will be presented together but acted on separately)

- (p) Authorizing a Disposition and Development Agreement with Green Blended Communities, LLC, a California limited liability company, whose sole managing member is San Francisco Housing Development Corporation, a California nonprofit public benefit corporation, for the development of 18 low- and moderate-income units and ground floor commercial space at 4800 Third Street, and adopting environmental findings pursuant to the California Environmental Quality Act; Bayview Hunters Point Redevelopment Project Area; Citywide Tax Increment Housing Program (Resolution No. 36-2008)

Action taken: _____

- (q) Authorizing an Amended and Restated Tax Increment Loan Agreement with Green Blended Communities, LLC, a California limited liability company, whose sole managing member is San Francisco Housing Development Corporation, a California nonprofit public benefit corporation, in an amount not to exceed \$6,812,329 for a total aggregate amount not to exceed \$8,465,829 for the development of 18 low- and moderate-income first-time homeownership units and ground floor commercial space at 4800 Third Street; and adopting environmental findings pursuant to the California Environmental Quality Act; Bayview Hunters Point Redevelopment Project Area; Citywide Tax Increment Housing Program (Resolution No. 37-2008)

Action taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session: Pursuant to Government Code Section 54956.8 to instruct the Agency's real property negotiators regarding the price and terms of payment for the conveyance of Parcel CB-1-MM, and the Jessie Square Garage in the Yerba Buena Center Approved Redevelopment Project Area. The parties with whom the Agency would negotiate are 706 Mission Co. LLC, a Delaware limited liability company, Jessie Square Garage Tenant LLC, a Delaware limited liability company, and the Mexican Museum, a California nonprofit corporation. Agency negotiators: Fred Blackwell, Amy Neches, Tracie Reynolds, Penny Nakatsu, Denise Blades and Christine Maher.

11. Adjournment
-

REDEVELOPMENT AGENCY of the City and County of San Francisco



Gavin Newsom, Mayor

Francee Covington, President
London Breed, Vice President
Linda A. Cheu
Leroy King
Ramon E. Romero
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Tuesday, May 6, 2008 • 4:00 p.m.

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any. **No Reportable Action.**
3. Matters of Unfinished Business. **None.**
4. Matters of New Business:

CONSENT AGENDA

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- (a) Approval of Minutes: Meeting of April 15, 2008
- (b) Authorizing a personal services contract with Lloyd Kraal, a sole proprietor, dba Lloyd Kraal Construction and Consulting, to provide construction management services for the Model Block Loan Program for a term of one year in an amount not to exceed \$94,500; Bayview Hunters Point Redevelopment Project Area (Area B), Citywide Tax Increment Housing Program (Resolution No. 38-2008)
- (c) Designating and authorizing certain personnel to establish and administer depository accounts and manage investments on behalf of the Redevelopment Agency of the City and County of San Francisco (Resolution No. 39-2008)

Action taken: _____

REGULAR AGENDA

Staff presentation estimated time: 10 minutes

- (d) Authorizing the Executive Director to pay \$495,969.20 to the Department of Building Inspection for the assignment of the Site Permit to the Agency and related fees of \$15,225.03 to the San Francisco Unified School District for school impact fees, for a total not to exceed \$511,194.23, as part of standard predevelopment costs, for the development of 100 units of low- and very-low income senior rental housing at Mary Helen Rogers Senior Community, 701 Golden Gate Avenue, Central Freeway Parcel C; Western Addition Redevelopment Project Area A-2; Citywide Housing Tax Increment Program (Resolution No. 40-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (c) Authorizing a Legal Services Contract with Shute, Mihaly & Weinberger LLP to provide specialized legal services primarily related to public trust and state park issues at the Combined Hunters Point Shipyard / Candlestick Point development project for an amount not to exceed \$250,000; Bayview Hunters Point and Hunters Point Shipyard Redevelopment Project Areas (Resolution No. 41-2008)

Action taken: _____

Staff presentation estimated time: 15 minutes

- (f) Workshop on the Draft Design for Development document pertaining to the Hunters View Housing Development at Middle Point and West Point Roads; Bayview Hunters Point Redevelopment Project Area (Areas A and B); Citywide Tax Increment Housing Program; HOPE SF

Staff presentation estimated time: 10 minutes

- (g) Authorizing a first amendment to the loan agreement with Hunters View Associates, L.P., a California Limited Partnership, to increase the loan by \$1,904,679 to fund Phase I predevelopment costs for the Hunters View Housing Development at Middle Point and West Point Roads, for an aggregate loan amount not to exceed \$3,404,679; Bayview Hunters Point Redevelopment Project Area (Areas A and B) (Resolution No. 42-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (h) Authorizing an Eleventh Amendment to the Agreement for Disposition of Land for Private Development with Third and Mission Associates LLC, a California limited liability company, to relinquish the Agency's option to lease the Jessie Hotel at 680 Mission Street for \$716,000 (Assessor's Block 3707, Lot 63); Yerba Buena Center Redevelopment Project Area (Resolution No. 43-2008)

Action taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters

10. Closed Session: Pursuant to Government Code § 54956.8 to instruct the Agency's real property negotiators regarding the price and terms of payments in connection with the purchase by the Agency of a portion of Block 4884, Lot 020, located on Arelious Walker Drive between Gilman and Carroll Avenues and the party with whom the Agency may negotiate is the San Francisco Housing Authority. Agency negotiators: Fred Blackwell, Olson Lee, Lisa Zayas-Chien, Jeff White.
 11. Adjournment
-

REDEVELOPMENT AGENCY of the City and County of San Francisco



Gavin Newsom, Mayor

Francee Covington, President
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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any. **No Reportable Action.**
3. Matters of Unfinished Business.

CONTINUED FROM APRIL 15, 2008 COMMISSION MEETING

- (a) Granting a variance from the density standards of the Western Addition A-2 Redevelopment Plan and conditionally approving a schematic design for a 33-unit condominium project at 1301 Divisadero Street (Assessor's Block 1101, Lot 7); Western Addition Redevelopment Project Area A-2 (Resolution No. 33-2008)

Action taken: _____

- (b) Authorizing an Owner Participation Agreement with A & M Properties, L.P., a California limited partnership, for a 33-unit condominium project at 1301 Divisadero Street (Assessor's Block 1101, Lot 7); Western Addition Redevelopment Project Area A-2 (Resolution No. 34-2008)

Action taken: _____

4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

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- (a) Approval of Minutes: Meeting of May 6, 2008
- (b) Authorizing a First Amendment to the Exclusive Negotiations Agreement with Habitat for Humanity San Francisco, a California nonprofit public benefit corporation, and Em Johnson Interest, Inc., a California Corporation, for the disposition of Agency Parcel EE-2, located at Whitney Young Circle and Hudson Avenue to develop affordable housing for first time homebuyers; Bayview Hunters Point Redevelopment Project Area (Area A.) (Resolution No. 44-2008)

Action taken: _____

REGULAR AGENDA

Staff presentation estimated time: 15 minutes

(Items 4(c), (d), and (e) will be presented together but acted on separately)

- (c) Authorizing a First Amendment to the Loan Agreement with Yoshi's San Francisco, LLC, a California limited liability company, to modify the loan terms and increase the loan amount by \$1,300,000, for a total aggregate amount not to exceed \$5,700,000, for tenant improvement costs associated with establishing a jazz club/restaurant in the mixed-use project at Agency Parcel 732-A; Western Addition Redevelopment Project Area A-2 (Resolution No. 45-2008)

Action taken: _____

- (d) Authorizing a First Amendment to the Loan Agreement with Food for Soul, LLC, a California limited liability company, to increase the loan amount by \$200,000, for a total aggregate amount not to exceed \$1,900,000, for tenant improvement costs associated with establishing a restaurant in the mixed-use project at Agency Parcel 732-A; Western Addition Redevelopment Project Area A-2 (Resolution No. 46-2008)

Action taken: _____

- (e) Authorizing a Fifth Amendment to the Disposition and Development Agreement with Fillmore Development Associates, LLC, a California limited liability company, to modify the distribution of condominium sales proceeds owed to the Agency, including allowing for the repayment of a portion of this amount (\$1,185,328) pursuant to the Commercial Ground Lease, all associated with the mixed-use development on Agency Parcel 732-A; Western Addition Redevelopment Project Area A-2 (Resolution No. 47-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (f) Authorizing a Purchase Agreement with the San Francisco Housing Authority, in an amount not to exceed \$5,840,000 plus related closing costs, for the acquisition of real property located on a portion of Assessor's Block 4884, Lot 020 on Arelious Walker Drive east of Gilman Avenue; Bayview Hunters Point Redevelopment Project Area (Resolution No. 48-2008)

Action taken: _____

Staff presentation estimated time: 15 minutes

(Items (g) and (h) will be presented together but acted on separately)

- (g) Conditionally approving the schematic design; granting variances from the density, parking and off-street loading area requirements; adopting the revised Preliminary Mitigated Negative Declaration, the Mitigation Monitoring and Reporting Program; and findings pursuant to the California Environmental Quality Act, for 120 units of very low-income supportive housing and approximately 2258 square feet of retail space, sponsored by Community Housing Partnership, a California public benefit corporation, and Mercy Housing California, a California public benefit corporation, on Central Freeway Parcel G, Assessor's Block 792, Lot 85, southeast corner of Fulton and Gough Streets; Western Addition Redevelopment Project Area A-2 (Resolution No. 49-2008)

Action taken: _____

- (h) Authorizing a First Amendment to the Exclusive Negotiations Agreement (the "ENA") and a first amendment to the predevelopment loan agreement (the "Loan") with Community Housing Partnership, a California nonprofit public benefit corporation, and Mercy Housing California, a California nonprofit public benefit corporation, to revise the schedule of performance in the ENA and Loan and extend the ENA term by an additional twelve months to July 16, 2009, for the development of 120 units of very low-income supportive housing on Central Freeway Parcel G, southeast corner of Gough and Fulton Streets; Western Addition Redevelopment Project Area A-2; Citywide Tax Increment Housing Program (Resolution No. 50-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (i) Endorsing the Cargo Way/Bay Trail Conceptual Design Study; India Basin Industrial Park Redevelopment Project Area (Resolution No. 51-2008)

Action taken: _____

Staff presentation estimated time: 15 minutes

- (j) Accessibility Workshop Overview

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session
11. Adjournment

REDEVELOPMENT AGENCY

of the

City and County of San Francisco



Gavin Newsom, Mayor

Francee Covington, President
London Breed, Vice President
Linda A. Cheu
Leroy King
Ramon E. Romero
Darshan Singh
Rick Swig

Fred Blackwell, Executive Director
Gina E. Solis, Commission Secretary



CITY HALL, ROOM 416
1 DR. CARLTON B. GOODLETT PLACE
SAN FRANCISCO, CA 94102

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Tuesday, June 3, 2008 • 4:00 p.m.

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REGULAR MEETING AGENDA

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any. **No Reportable Action.**
3. Matters of Unfinished Business.
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

ALL MATTERS LISTED HEREUNDER CONSTITUTE A CONSENT AGENDA, ARE CONSIDERED TO BE ROUTINE BY THE REDEVELOPMENT AGENCY COMMISSION, AND WILL BE ACTED UPON BY A SINGLE VOTE OF THE COMMISSION. THERE WILL BE NO SEPARATE DISCUSSION OF THESE ITEMS UNLESS A MEMBER OF THE COMMISSION OR THE PUBLIC SO REQUESTS, IN WHICH EVENT THE MATTER SHALL BE REMOVED FROM THE CONSENT AGENDA AND CONSIDERED AS A SEPARATE ITEM:

- (a) Authorizing a First Amendment to the Lease Agreement with Toshiba Financial Services, a California Corporation, to remove one of three eStudio 520 black and white copiers and authorizing a Lease Agreement with Toshiba Financial Services, a California corporation, to add one eStudio 351c color copier for a term of five years for a total aggregate amount not to exceed \$22,000 subject to annual budget appropriations (Resolution No. 52-2008)
- (b) Authorizing a First Amendment to the General Maintenance Agreement with Toshiba Business Solutions, a California corporation, to remove one black and white copier and add one color copier and for the maintenance of two Toshiba eStudio 520 black and white copiers for the remaining term of one year and a Toshiba eStudio 351c color copier for a term of five years, all for a total aggregate amount not to exceed \$30,000 (Resolution No. 53-2008)

Action taken: _____

REGULAR AGENDA

Staff presentation estimated time: 15 minutes

- (c) Workshop on Cultural Facilities

Staff presentation estimated time: 10 minutes

- (d) Authorizing a First Amendment to the Letter Agreement with the Department of Public Works of the City and County of San Francisco to increase the budget by an amount not to exceed \$229,000, for a total aggregate amount not to exceed \$349,000, for design services for alleyway improvements; South of Market Redevelopment Project Area (Resolution No. 54-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (e) Awarding Contract RPSB 001-08, authorizing the execution of a Construction Contract with BCCI Construction Company, a California Corporation, in an amount not to exceed \$5,255,856 for the Pier 40 Shed and Structure Improvements, and adopting environmental findings pursuant to the California Environmental Quality Act and the Mitigation Monitoring and Reporting Program; Rincon Point - South Beach Redevelopment Project Area (Resolution No. 55-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (f) Approving a fiscal year 2008-2009 budget for the Bayview Hunters Point Project Area Committee in an amount not to exceed \$250,000, subject to appropriations by the Board of Supervisors, and authorizing a third amendment to the personal services contract with Business Development, Inc., a California corporation, to extend the term of the contract for one year from July 1, 2008 to June 30, 2009 in an amount not to exceed \$250,000, for a total aggregate amount not to exceed \$583,750, to provide fiscal agent and administrative support services to the Project Area Committee; Bayview Hunters Point Redevelopment Project Area (Resolution No. 56-3008)

Action taken: _____

Staff presentation estimated time: 15 minutes

- (g) Authorizing the Executive Director 1) to amend the Certificate of Preference Program by extending the Program's termination date, expanding benefits to existing Certificate Holders, and amending appeal procedures governing denial of Certificates, and 2) to determine the timing and appropriateness of a future expansion of eligibility to include certain relatives of the original displacees; All Project Areas and Citywide Housing (Resolution No. 57-2008)

Action taken: _____

Staff presentation estimated time: 15 minutes

- (h) Authorizing the Executive Director to establish a Certificate of Preference Home Buyers Assistance Program that serves Certificate Holders who are low- and moderate-income first-time home buyers and that includes: (1) second loans in an amount not to exceed \$100,000 or 50% of the purchase price for each participating household; and (2) an Individual Development Account match of up to \$5,000 or 2.5% of the purchase price for each participating household; and to allocate \$4,000,000 in funding for the program; All Redevelopment Project Areas and Citywide (Resolution No. 58-2008)

Action taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session
11. Adjournment

REDEVELOPMENT AGENCY of the City and County of San Francisco



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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any. **No Reportable Action.**
3. Matters of Unfinished Business.
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 10 minutes

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- (a) Approval of Minutes: Meetings of May 6, 2008, and June 3, 2008
- (b) Authorizing a tax increment loan agreement with Mr. Manubhai T. Patel and Mrs. Manjuben M. Patel, husband and wife, owners of the Hunter Hotel, for an amount not to exceed \$60,000, pursuant to the Single Room Occupancy Hotel Rehabilitation Loan Program, for rehabilitation activities at the Hunter Hotel, located at 100 Sixth Street; South of Market Redevelopment Project Area (Resolution No. 59-2008)
- (c) Authorizing a tax increment loan agreement with Nasir Patel and Nasreen Patel, husband and wife, owners of the Park Hotel, for an amount not to exceed \$100,000, pursuant to the Single Room Occupancy Hotel Rehabilitation Loan Program, for rehabilitation activities at the Park Hotel, located at 1040 Folsom Street; South of Market Redevelopment Project Area (Resolution No. 60-2008)
- (d) Authorizing a tax increment loan agreement with Nikita Holdings, LLC, of which Mr. Pravin M. Patel is the sole member, owner of the Auburn Hotel, for an amount not to exceed \$100,000, pursuant to the Single Room Occupancy Hotel Rehabilitation Loan Program, for rehabilitation activities at the Auburn Hotel, located at 481 Minna Street; South of Market Redevelopment Project Area (Resolution No. 61-2008)

- (e) Authorizing Amendment No. 7 to the Agency's Master Lease with the United States Department of the Navy to extend the term through August 30, 2008; Hunters Point Shipyard Redevelopment Project Area (Resolution No. 62-2008)
- (f) Authorizing a Fourth Amendment to the Amended and Restated Hunters Point Shipyard Sublease Agreement with Patterns Limited, Incorporated, a California corporation, doing business as The Point, to extend the term of the sublease through August 30, 2008; Hunters Point Shipyard Redevelopment Project Area (Resolution No. 63-2008)
- (g) Authorizing a 2008-2009 Fiscal Agent Agreement with the County of Marin in an amount not to exceed \$438,000 from July 1, 2008 to June 30, 2009; Housing Opportunities for Persons with AIDS Program (Resolution No. 64-2008)
- (h) Authorizing a 2008-2009 Fiscal Agent Agreement with the County of San Mateo in an amount not to exceed \$694,000 from July 1, 2008 to June 30, 2009; Housing Opportunities for Persons with AIDS Program (Resolution No. 65-2008)

Action taken: _____

REGULAR AGENDA

Staff presentation estimated time: 15 minutes

- (i) Workshop on the proposed Fillmore Jazz Preservation District Community Benefits Fund Grant Program

Staff presentation estimated time: 10 minutes

- (j) Approving an amendment to the budget of the Redevelopment Agency of the City and County of San Francisco for fiscal year 2007-08 by increasing the Agency's tax increment receipts and expenditure authority each in an amount not to exceed \$22,401,050 for affordable housing development, authorizing a cooperation agreement with the City and County of San Francisco, and authorizing the Agency to increase its annual statement of indebtedness by an amount not to exceed \$22,401,050; All Redevelopment Project Areas and City-Wide Housing (Resolution No. 66-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (k) Approving a Fiscal Year 2008-2009 Budget for the South of Market Project Area Committee in an amount not to exceed \$212,458 subject to appropriation by the Board of Supervisors; South of Market Redevelopment Project Area (Resolution No. 67-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

Items 4(l) and (m) will be presented together but acted on separately

- (l) Authorizing a Housing Opportunities for Persons with AIDS Supportive Services Agreement with Catholic Charities/Catholic Youth Organization, a California nonprofit public benefit corporation, in an annual amount not to exceed \$260,000, for a total aggregate amount not to exceed \$780,000, for July 1, 2008 to June 30, 2011, to provide supportive services related to the HOPWA Rental Assistance Program; Housing Opportunities for Persons with AIDS Program (Resolution No. 68-2008)

Action taken: _____

- (m) Authorizing a Housing Opportunities for Persons with AIDS Rental Assistance Agreement with the Housing Authority of the City and County of San Francisco in an annual amount not to exceed \$3,250,000, for a total aggregate amount not to exceed \$9,750,000, for three years from July 1, 2008 to June 30, 2011, to provide rental subsidies and administration related to the HOPWA Rental Assistance Program; Housing Opportunities for Persons with AIDS Program (Resolution No. 69-2008)

Action taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session
11. Adjournment

REDEVELOPMENT AGENCY of the City and County of San Francisco



Gavin Newsom, Mayor

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Gina E. Solis, Commission Secretary



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Tuesday, July 1, 2008 • 4:00 p.m.

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1. Recognition of a Quorum
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3. Matters of Unfinished Business.
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 10 minutes

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- (a) Approval of Minutes: Meeting of June 17, 2008

Action taken: _____

REGULAR AGENDA

Staff presentation estimated time: 10 minutes

- (b) Public Hearing to hear all persons interested in the Draft Environmental Impact Report for the Visitation Valley Redevelopment Program

Staff presentation estimated time: 10 minutes

- (c) Authorizing an Amended and Restated Letter Agreement with the Mayor's Office of Community Development, in an amount not to exceed \$1,027,983, subject to appropriation of funds, for administration of contracts with five community-based organizations to provide business assistance and employment development services from July 1, 2008 to December 31, 2008; All Redevelopment Project and Survey Areas (Resolution No.70 -2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (d) Authorizing a Work Order Agreement with the Mayor's Office of Housing in an amount not to exceed \$100,000, for homeownership assistance activities; Citywide Tax Increment Housing Program (Resolution No. 71-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (e) Authorizing a Personal Services Contract with the San Francisco Housing Development Corporation, a California nonprofit public benefit corporation, in an amount not to exceed \$285,000, for homeowner assistance and housing development activities, Citywide Affordable Housing Program (Resolution No. 72-2008)

Action taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session: Pursuant to Government Code Section 54956.8 to instruct the Agency's real property negotiators regarding the price and terms of payment for the conveyance of Parcel CB-1-MM, and the Jessie Square Garage in the Yerba Buena Center Approved Redevelopment Project Area. The parties with whom the Agency would negotiate are 706 Mission Co. LLC, a Delaware limited liability company, Jessie Square Garage Tenant LLC, a Delaware limited liability company, and the Mexican Museum, a California nonprofit corporation. Agency negotiators: Fred Blackwell, Amy Neches, Tracie Reynolds.
11. Adjournment

REDEVELOPMENT AGENCY of the City and County of San Francisco



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JUL 16 2008

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SPECIAL MEETING AGENDA **THURSDAY, JULY 10, 2008 • 4:00 p.m.**

ACCESSIBLE MEETING POLICY

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SPECIAL MEETING AGENDA

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any. **No Reportable Action.**
3. Matters of Unfinished Business.
4. Matters of New Business:

REGULAR AGENDA

- (a) Workshop on the coordinated efforts on behalf of the Redevelopment Agency and other City Agencies on the transition of the Western Addition A-2 Redevelopment Project Areas expiring in 2009
 - Western Addition Historical Overview
 - WA-A2 Redevelopment Plan Goals and Accomplishments
 - Physical Elements and Streetscape
 - Housing
 - Zoning and Entitlements
 - Economic Development
 - Business Development
 - Workforce Development
 - Western Addition Citizens Advisory Committee
 - Board of Supervisors Legislative Actions
 - Certificate of Preference Program
- (b) Approving an extension of tax increment authority under the Redevelopment Plan for the Western Addition A-2 Redevelopment Project to provide affordable housing funding pursuant to Sections 33333.7 (Senate Bill No. 2113) and 33333.8 of the Community Redevelopment Law and authorizing transmittal to the Board of Supervisors of the City and County of San Francisco; Western Addition A-2 Redevelopment Project Area (Resolution No. 73-2008)

Action taken: _____
- (c) Authorizing a Fillmore Jazz Preservation District Community Benefits Fund Grant Program for the issuance of single grants in an amount not to exceed \$15,000, for a total aggregate amount not to exceed \$360,000; Western Addition Redevelopment Project Area A-2. (Resolution No. 74-2008)

Action taken: _____

- (d) Authorizing a personal services contract with Renaissance Entrepreneurship Center, a California nonprofit public benefit corporation, in an amount not to exceed \$90,000 to provide outreach, workshop training, and technical assistance related to the Fillmore Jazz Preservation District Community Benefits Fund Grant Program. (Resolution No. 75-2008)

Action taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters
7. Report of the President
8. Report of the Executive Director:
 - Notice of intent to issue a Request for Proposals for the development of 100 units of affordable senior rental housing units at 701 Golden Gate Avenue, Central Freeway Parcel C; Western Addition Redevelopment Project Area A-2
9. Commissioners' Questions and Matters
10. Closed Session
11. Adjournment

REDEVELOPMENT AGENCY of the City and County of San Francisco



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REGULAR MEETING AGENDA

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any. **No Reportable Action.**
3. Matters of Unfinished Business:

CONTINUED FROM COMMISSION MEETING OF MAY 20, 2008

Staff presentation estimated time: 10 minutes

- (a) Granting relief from density, parking and off-street loading area standards as variances from the Western Addition A-2 Redevelopment Plan and as a reasonable accommodation pursuant to fair housing law; conditionally approving the schematic design; adopting the revised Preliminary Mitigated Negative Declaration, the Mitigation Monitoring and Reporting Program; and making findings pursuant to the California Environmental Quality Act, for 120 units of very low-income supportive housing and approximately 3,846 square feet of retail space, sponsored by Community Housing Partnership, a California public benefit corporation, and Mercy Housing California, a California public benefit corporation, on Central Freeway Parcel G, Assessor's Block 792, Lot 85, southeast corner of Fulton and Gough Streets; Western Addition Redevelopment Project Area A-2 (Resolution No. 49-2008)

Action taken: _____

4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

ALL MATTERS LISTED HEREUNDER CONSTITUTE A CONSENT AGENDA, ARE CONSIDERED TO BE ROUTINE BY THE REDEVELOPMENT AGENCY COMMISSION, AND WILL BE ACTED UPON BY A SINGLE VOTE OF THE COMMISSION. THERE WILL BE NO SEPARATE DISCUSSION OF THESE ITEMS UNLESS A MEMBER OF THE COMMISSION OR THE PUBLIC SO REQUESTS, IN WHICH EVENT THE MATTER SHALL BE REMOVED FROM THE CONSENT AGENDA AND CONSIDERED AS A SEPARATE ITEM:

- (a) Approval of Minutes: Meeting of July 1, 2008

Action taken: _____

REGULAR AGENDA

Staff presentation estimated time: 10 minutes

- (b) Authorizing the Executive Director to cast assessment ballots in the affirmative on behalf of the Agency Commission as the owners of twenty parcels in the Yerba Buena Center Redevelopment Project Area for a combined annual assessment of \$131,909 with a potential 5% annual increase based on the Consumer Price Index, for an aggregate total amount not to exceed \$1,074,004 over seven years, as part of the Yerba Buena Community Benefit District, Yerba Buena Center Redevelopment Project Area. (Resolution No. 76-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (c) Authorizing an Exclusive Negotiations Agreement with 706 Mission Street Co LLC, a Delaware limited liability company, for the development of a mixed-use project, including a residential tower and museum space, on 706 Mission Street (Assessor's Block 3706, Lot 93) and Agency Parcel CB-1-MM located at the north side of Mission Street between Third and Fourth Streets (Assessor's Block 3706, portion of Lot 117) and also authorizing other ancillary actions; Yerba Buena Center Redevelopment Project Area (Resolution No.77-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (d) Authorizing a Memorandum of Understanding with the City and County of San Francisco, acting by and through its Arts Commission, and the Mexican Museum, a California nonprofit corporation, to collaboratively develop and implement a predevelopment plan for a new museum associated with a new mixed-use project on a site that includes 706 Mission Street (Assessor's Block 3706, Lot 93) and Agency disposition parcel CB-1-MM (Assessor's Block 3706, portion of Lot 117), for a one-year term in an amount not to exceed \$280,000; Yerba Buena Center Redevelopment Project Area (Resolution No.78-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (e) Approval of the Amended and Restated Local Goals and Policies for Community Facilities Districts for the Agency for the purpose of: 1) satisfying the minimum requirements of the Mello-Roos Community Facilities Act of 1982; and 2) establishing appropriate policies with respect to the formation of Community Facilities Districts.; All Redevelopment Project Areas (Resolution No. 79-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (f) Considering amendment and restatement of the rate and method of apportionment of special tax and increases in the authorized principal amount of bonded indebtedness and the annual appropriations limit for Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 7 (Hunters Point Shipyard phase one improvements); Hunters Point Shipyard Redevelopment Project Area (Resolution No. 80-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (g) Declaring the intention to establish Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 8 (Hunters Point Shipyard Phase One Maintenance); Hunters Point Shipyard Redevelopment Project Area (Resolution No. 81-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (h) Workshop on the proposed design concept for a new Mission Bay UCSF Hospital on Blocks 36 to 39 and Block X3; Mission Bay South Redevelopment Project Area
- (i) Approving a Term Sheet with The Regents of the University of California regarding the purchase of Block 7 West for the development of an affordable housing project in connection with the Regents plans to expand UCSF hospital facilities to Block X3; Mission Bay South Redevelopment Project Area (Resolution No. 82-2008)

Action taken: _____

5. Matters not appearing on Agenda
 6. Persons wishing to address the members on non-Agenda, but Agency related matters
 7. Report of the President
 8. Report of the Executive Director
 9. Commissioners' Questions and Matters
 10. Closed Session
 11. Adjournment
-

REDEVELOPMENT AGENCY

of the

City and County of San Francisco



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CITY HALL, ROOM 416
1 DR. CARLTON B. GOODLETT PLACE
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A G E N D A

Tuesday, August 5, 2008 • 4:00 p.m.

ACCESSIBLE MEETING POLICY

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any. **No Reportable Action.**
3. Matters of Unfinished Business:

Continued from July 15th Commission Meeting

Staff presentation estimated time: 10 minutes

- (a) Workshop on the proposed design concept for a new Mission Bay UCSF Hospital on Blocks 36 to 39 and Block X3; Mission Bay South Redevelopment Project Area
- (b) Approving a Term Sheet with The Regents of the University of California, a California Public Corporation, regarding the purchase of Block 7 West for the development of an affordable housing project in connection with the Regents' plans to expand UCSF hospital facilities to Block X3; Mission Bay South Redevelopment Project Area (Resolution No. 82-2008)

Action taken: _____

4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

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- (a) Approval of Minutes: Meeting of July 10, 2008

Action taken: _____

REGULAR AGENDA

Staff presentation estimated time: 5 minutes

- (b) Commending and expressing Appreciation to Jesse Fontenot for his services on the occasion of his retirement from the Redevelopment Agency of the City and County of San Francisco (Resolution No. 83-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (c) Authorization of an Amendment to Attachment 10 (Schedule of Performance for Infrastructure Development and Open Space "Build-Out" Schedule of Performance) to the Disposition and Development Agreement-Hunters Point Shipyard Phase I between the Redevelopment Agency of the City and County of San Francisco and Lennar-BVHP, LLC and Adopting Environmental Findings Pursuant to the California Environmental Quality Act; Hunters Point Shipyard Redevelopment Project Area (Resolution No. 84-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (d) Approving a Variance from the Off-Street Parking Requirement for the Addition of a Two Bedroom Residential Unit to an Existing Residential Structure Located at 2033 Bush Street (Assessor's Block 0676, Lot 026A); Western Addition Redevelopment Project Area A-2 (Resolution No. 85-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (e) Public hearing on the Draft Environmental Impact Report for the 1450 Franklin Street project; Western Addition Redevelopment Project Area A-2

Staff presentation estimated time: 10 minutes

- (f) Workshop on the development program for Block 8 in Zone One of the Transbay Redevelopment Project Area; Transbay Redevelopment Project Area

-
5. Matters not appearing on Agenda
 6. Persons wishing to address the members on non-Agenda, but Agency related matters
 7. Report of the President
 8. Report of the Executive Director
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 10. Closed Session
 11. Adjournment

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A G E N D A

AUG 18 2008

Tuesday, August 19, 2008 • 4:00 p.m.

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any. **No Reportable Action.**
3. Matters of Unfinished Business:
4. Matters of New Business:

CONSENT AGENDA

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- (a) Approval of Minutes: Meeting of July 15, 2008

Action taken: _____

REGULAR AGENDA

Staff presentation estimated time: 10 minutes

- (b) Authorizing the Executive Director to take certain actions related to Lennar's satisfaction of the "Partner Requirement" under the Phase 2 ENA by bringing on additional partners with experience and financial capabilities beneficial to the development of Phase 2 of the Hunters Point Shipyard and Candlestick Point and assigning and amending certain rights and obligations under the Phase 1 DDA to such additional partners; Hunters Point Shipyard Redevelopment Project Area (Resolution No. 86-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

(Items 4 (c) and (d) will be presented together but acted on separately)

- (c) Authorizing a Master Lease with the United States Department of the Navy for buildings 103, 104, 115, 116, 117, 125 and associated land for a period of three years; Hunters Point Shipyard Redevelopment Project Area (Resolution No. 87-2008)

Action taken: _____

- (d) Authorizing a First Amendment to the Interim Lease with Lennar/BVHP, LLC, a California limited liability company, to include buildings 103, 104, 115, 116, 117, 125 and associated land in the lease premises and make certain amendments; Hunters Point Shipyard Redevelopment Project Area Resolution No. 88-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (e) Authorizing a Tax Increment Loan Agreement with Geary Housing Partners, L.P., a California limited partnership, in an amount not to exceed \$11,803,988, in conjunction with the development of 150 units of affordable senior rental housing at 3575 Geary Boulevard for very low-income seniors; and adopting environmental findings pursuant to the California Environmental Quality Act; Citywide Tax Increment Housing Program (Resolution No. 89-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (f) Authorizing a First Amendment to the Personal Services Contract with MJM Management Group, Inc., a California Corporation, and San Francisco Clean City Coalition, a Nonprofit Public Benefit Corporation, extending the contract term for six months to February 28, 2009, and increasing the contract amount by \$75,000, for a total aggregate amount not to exceed \$525,000, for steam cleaning, graffiti removal, tree maintenance and related services for the Sixth Street Corridor Improvement Program; South of Market Redevelopment Project Area (Resolution No. 90-2008)

Action taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session: Pursuant to Government Code Section 54956.8 to instruct the Agency's real property negotiators regarding the price and terms of payment for the conveyance of Parcel 725C, lot 26 of block 725 located at Fillmore and Ellis Streets, in the Western Addition A-2 Approved Redevelopment Project Area. The party with whom the Agency would negotiate with is Safeway, Inc. a California for profit corporation. Agency negotiators: Fred Blackwell, Tracie Reynolds, Andrico Penick, Stephen Maduli-Williams, Gaynell Armstrong- McCurn, Andrea Baker, and Michele Davis, and Su-Syin Chou to negotiate with the City and County of San Francisco.
11. Adjournment

REDEVELOPMENT AGENCY of the City and County of San Francisco



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London Breed, Vice President
Linda A. Cheu
Leroy King
Ramon E. Romero
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AGENDA

TUESDAY, SEPTEMBER 2, 2008• 4:00 p.m.

ACCESSIBLE MEETING POLICY

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any. No Reportable Action.
3. Matters of Unfinished Business. None.
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

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- (a) Approval of Minutes: Meeting of August 5, 2008
- (b) Approval of Minutes: Meeting of August 19, 2008

Action taken: _____

REGULAR AGENDA

Staff presentation estimated time: 10 minutes

Items 4 (c) – 4 (f) are related, will be presented together, but acted on separately

- (c) **Public hearing for change proceedings relating to Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 7 (Hunters Point Phase One Improvements); Hunters Point Shipyard Redevelopment Project Area**

Calling special election to amend and restate the Rate and Method of Apportionment of special tax, increase the authorized principal amount of bonded indebtedness and increase the annual appropriations limit for Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 7 (Hunters Point Shipyard Phase One Improvements); Hunters Point Shipyard Redevelopment Project Area
Resolution No. 91-2008)

Action taken: _____

- (d) Declaring results of special election to amend and restate the Rate and Method of Apportionment of special tax, increase the authorized principal amount of bonded indebtedness and increase the annual appropriations limit for Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 7 (Hunters Point Shipyard Phase One Improvements); Hunters Point Shipyard Redevelopment Project Area (Resolution No. 92-2008)

Action taken: _____

- (e) Declaring completion of change proceedings for Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 7 (Hunters Point Shipyard Phase One Improvements) and approving certain related documents; Hunters Point Shipyard Redevelopment Project Area (Resolution No. 93-2008)

Action taken: _____

- (f) Adopting a Redevelopment Ordinance levying special taxes within the Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 7 (Hunters Point Shipyard Phase One Improvements) and rescinding Ordinance No. 1-2005; Hunters Point Shipyard Redevelopment Project Area (Ordinance No. 1-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

Items 4 (g) – 4 (j) are related, will be presented together, but acted on separately

- (g) **Public hearing relating to formation of Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 8 (Hunters Point Shipyard Phase One Maintenance); Hunters Point Shipyard Redevelopment Project Area**

Forming Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 8 (Hunters Point Shipyard Phase One Maintenance); Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 94-2008)

Action taken: _____

- (h) Calling special landowner election for Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 8 (Hunters Point Shipyard Phase One Maintenance); Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 95-2008)

Action taken: _____

- (i) Declaring results of special landowner election and directing recording of notice of special tax lien in Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 8 (Hunters Point Shipyard Phase One Maintenance); Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 96-2008)

Action taken: _____

- (j) Adopting a Redevelopment Ordinance levying special taxes within the Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 8 (Hunters Point Shipyard Phase One Maintenance); Hunters Point Shipyard Redevelopment Project Area (Ordinance No. 2-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (k) Amending the Agency Housing Participation Policy to make certain changes in conformance with Section 315 of the Planning Code of the City and County of San Francisco; All Redevelopment Project Areas (Resolution No. 97-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (l) Authorizing a First Amendment to the Owner Participation Agreement, currently assigned to 72 Townsend LLC, a California limited liability company, to extend the schedule of performance and modify other terms for the development of a 74-unit residential project at 64-72 Townsend Street and adopting environmental findings pursuant to the California Environmental Quality Act; Rincon Point-South Beach Redevelopment Project Area (Resolution No. 98-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (m) Authorizing a Three-Year Personal Services Contract with Elation Systems, a California Corporation and a Web-Based Labor Compliance System, to upgrade the Agency's Contract Compliance Labor Standards and Workforce Development Reporting System in an amount not to exceed \$200,000. (Resolution No. 99-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (n) Authorizing a Letter Agreement with the Mayor's Office of Community Investment, in an amount not to exceed \$585,000, for the administration of a façade and tenant improvement program for the Third Street commercial corridor as part of the larger citywide SF Shines Façade Improvement Program, from September 2, 2008 to September 1, 2009; Bayview Hunters Point Redevelopment Project Area B. (Resolution No. 100-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (o) Authorizing a Letter Agreement with the Department of Public Works of the City and County of San Francisco in an amount not to exceed \$167,375 for construction of public right-of-way repairs adjacent to 1121 Oakdale Avenue; Bayview Hunters Point Redevelopment Project Area (Area A) Resolution No. 101-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (p) Authorizing a License Agreement with The Regents of the University of California, San Francisco for use of the kayak storage building located in Mission Creek Park, Parcel NP4; Mission Bay North Redevelopment Project Area. (Resolution No. 102-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (q) Workshop on the Schematic Design of 474 Natoma Street, South of Market Redevelopment Project Area

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session: None
11. Adjournment

REDEVELOPMENT AGENCY of the City and County of San Francisco



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AGENDA

TUESDAY, SEPTEMBER 16, 2008• 4:00 p.m.

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REGULAR MEETING AGENDA

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any. **No Reportable Action.**
3. Matters of Unfinished Business. **None.**
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

ALL MATTERS LISTED HEREUNDER CONSTITUTE A CONSENT AGENDA, ARE CONSIDERED TO BE ROUTINE BY THE REDEVELOPMENT AGENCY COMMISSION, AND WILL BE ACTED UPON BY A SINGLE VOTE OF THE COMMISSION. THERE WILL BE NO SEPARATE DISCUSSION OF THESE ITEMS UNLESS A MEMBER OF THE COMMISSION OR THE PUBLIC SO REQUESTS, IN WHICH EVENT THE MATTER SHALL BE REMOVED FROM THE CONSENT AGENDA AND CONSIDERED AS A SEPARATE ITEM:

- (a) Approval of Minutes: Meeting of September 2, 2008
- (b) Amending the Fillmore Jazz Preservation District Community Benefits Fund Grant Program to authorize the Executive Director to select members of the Grant Selection Committee; Western Addition Redevelopment Project Area A-2. (Resolution No. 103-2008)
- (c) Authorizing a Second Amendment to the Personal Services Contract with McCoy's Patrol Service, a California corporation, to extend the term for three months to December 31, 2008 and increase the contract amount by \$85,700, for a total aggregate amount not to exceed \$1,140,700 (which amount shall be paid with non-Agency funds), to provide security services at Hunters Point Shipyard; Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 104-2008)
- (d) Approving a Variance to the Western Addition A-2 Redevelopment Plan Parking Requirement for the proposed tenant improvement at 2211 Bush Street; Western Addition Redevelopment Project Area A-2. (Resolution No. 105-2008)

Action taken: _____

REGULAR AGENDA

Agenda Items 4(e) and (f) will be presented together but acted on separately

Staff presentation estimated time: 10 minutes

- (e) Adopting a Redevelopment Ordinance levying special taxes within the Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 7 (Hunters Point Shipyard Phase One Improvements) and rescinding Ordinance No. 1-2005; Hunters Point Shipyard Redevelopment Project Area (Ordinance No. 1-2008)

Action taken: _____

- (f) Adopting a Redevelopment Ordinance levying special taxes within the Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 8 (Hunters Point Shipyard Phase One Maintenance); Hunters Point Shipyard Redevelopment Project Area (Ordinance No. 2-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (g) Authorizing a Second Amendment to the Owner Participation Agreement with 766 Harrison, LLC, a California limited liability company, to allow the development of condominiums instead of rental units and to modify the terms governing the below-market-rate units in a 98-unit, residential project at 766 Harrison Street, located between Fourth and Lapu-Lapu Streets (Assessor's Block 3751, Lot 153); Yerba Buena Center Redevelopment Project Area (Resolution No. 106-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (h) Expressing the intent of the Redevelopment Agency of the City and County of San Francisco to issue multifamily mortgage revenue bonds in one or more series in an aggregate amount not to exceed \$28,000,000 to finance the acquisition and rehabilitation of residential facilities at 1615 Sutter Street by Nihonmachi Terrace Limited Partnership; Western Addition Redevelopment Project Area A-2. (Resolution No. 107-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (i) Authorizing a Personal Services Contract with Renaissance Entrepreneurship Center, a California nonprofit corporation, in an amount not to exceed \$70,000, for outreach, coordination and support services to the Bayview Merchants Association; Bayview Hunters Point Redevelopment Project (Area B) (Resolution No. 108-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (j) Authorizing a Grant Agreement with the Bayview Merchants Association, a California nonprofit corporation, in an amount not to exceed \$162,000 for the Operation of the International African Marketplace for a two-year term from September 16, 2008 to September 15, 2010 with one, one-year option to extend; Hunters Point Shipyard Redevelopment Project Area (Resolution No. 109-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (k) Authorizing a Personal Services Contract with the Renaissance Entrepreneurship Center, a California nonprofit corporation, in an amount not to exceed \$18,000 for fiscal agent services in connection with the Operation of the International African Marketplace, for a two-year term from September 16, 2008 to September 15, 2010 with one, one-year option to extend; Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 110-2008)

Action taken: _____

Agenda Items 4(l) – 4(n) will be presented together, but acted on separately

Staff presentation estimated time: 10 minutes

- (l) Authorizing an Amended and Restated Loan Agreement with Hunters View Associates, L.P., a California Limited Partnership, to increase the loan by an amount not to exceed \$8,647,231 for Phase I Predevelopment and construction of the very low-income rental units at the Hunters View Housing Development at Middle Point and West Point Roads, for an aggregate loan amount not to exceed \$10,676,978 and making environmental findings pursuant to the California Environmental Quality Act; Bayview Hunters Point Redevelopment Project Area (Areas A and B). Resolution No. 111-2008)

Action taken: _____

- (m) Authorizing a Loan Agreement with Hunters View Associates, L.P., A California Limited Partnership, in an amount not to exceed \$4,410,206 for Phase I predevelopment and construction of the low and moderate-income homeownership units at The Hunters View Housing Development at Middle Point and West Point Roads, and making environmental findings pursuant to the California Environmental Quality Act; Bayview Hunters Point Redevelopment Project Area (Areas A and B). (Resolution No. 112-2008)

Action taken: _____

- (n) Expressing the intent of the Redevelopment Agency of the City And County of San Francisco to issue multifamily mortgage revenue bonds in one or more series in an amount not to exceed \$35,000,000 to finance the construction of the Hunters View Development located at Middle Point and West Point Roads, Block 4624, Lots 3, 4 & 9 and Block 4720, Lot 27, and making environmental findings pursuant to the California Environmental Quality Act; Bayview Hunters Point Redevelopment Project Areas A and B; Agency Citywide Affordable Housing Program. (Resolution No. 113-2008)

Action taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session: **None.**
11. Adjournment

REDEVELOPMENT AGENCY of the City and County of San Francisco



Gavin Newsom, Mayor

Francee Covington, President
Lordon Breed, Vice President
Linda A. Cheu
Leroy King
Landon E. Romero
Darshan Singh
Rick Swig

Fred Blackwell, Executive Director
Gina E. Solis, Commission Secretary



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TUESDAY, OCTOBER 7, 2008• 4:00 p.m.

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1. The meeting/hearing will be held in City Hall, Room 416, 1 Dr. Carlton B. Goodlett Place, San Francisco. The room is wheelchair accessible and has accessible seating for persons with disabilities and those using wheelchairs.
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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any. **No Reportable Action.**
3. Matters of Unfinished Business:

(STAFF RECOMMENDS THIS ITEM BE CONTINUED)

- (a) Authorizing a Second Amendment to the Owner Participation Agreement with 766 Harrison, LLC, a California limited liability company, to allow the development of condominiums instead of rental units and to modify the terms governing the below-market-rate units in a 98-unit, residential project at 766 Harrison Street, located between Fourth and Lapu-Lapu Streets (Assessor's Block 3751, Lot 153); Yerba Buena Center Redevelopment Project Area. (Resolution No. 106-2008)

Action taken: _____

4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

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- (a) Approval of Minutes: September 16, 2008
- (b) Authorizing a First Amendment to the Personal Services Contract with Forster & Kroeger Landscape Maintenance, Inc., a California corporation, to extend the term for two months to December 31, 2008 and increase the contract amount by \$14,428, for a total aggregate amount not to exceed \$291,648 to provide landscape maintenance and related services for Community Facilities District No. 1; Rincon Point-South Beach Redevelopment Project Area. (Resolution No. 114-2008)

Action taken: _____

REGULAR AGENDA

Items 4(c) and 4(d) will be presented together, but acted on separately

Staff presentation estimated time: 10 minutes

- (c) Authorizing the issuance, sale and delivery of Tax Exempt Multifamily Housing Mortgage Revenue Bonds (Armstrong Place Senior Housing) 2008 in an aggregate principal amount not to exceed \$24,000,000; determining and prescribing certain related matters; approving and authorizing related actions and the execution and delivery of related documents to finance the construction of residential facilities known as Armstrong Place Senior Housing; Bayview Hunters Point Redevelopment Project Area. (Resolution No. 115-2008)

Action taken: _____

- (d) Authorizing an Amended And Restated Tax Increment Loan Agreement to increase the loan in an amount not to exceed \$10,749,880, for a total aggregate amount not to exceed \$13,545,516, and a Ground Lease with Armstrong Place Associates, a California limited partnership, for the development of approximately 115 very low income senior rental units, and one manager's unit, at 5600 Third Street; Bayview Hunters Point Redevelopment Project Area; Citywide Tax Increment Housing Program. (Resolution No. 116-2008)

Action taken: _____

Items 4 (e) & (f) will be presented together, but acted on separately

Staff presentation estimated time: 10 minutes

- (e) Authorizing a Ground Lease with Mercy Housing California XLI, a California Limited Partnership, for the development of 49 units of low-income family rental units at 227-255 Seventh Street, and adopting environmental findings pursuant to the California Environmental Quality Act; South of Market Redevelopment Project Area. (Resolution No. 117-2008)

Action taken: _____

- (f) Authorizing a Loan Agreement in an amount not to exceed \$3,600,000 to fund a portion of the construction of a health center and a ground lease to lease a portion of the site located at 227-255 Seventh Street, for the development and operation of a Health Center, with the San Francisco Medical Center Outpatient Improvement Programs, Inc., a California nonprofit public benefit corporation, d/b/a South of Market Health Center, and adopting environmental findings pursuant to the California Environmental Quality Act; South of Market Redevelopment Project Area. (Resolution No. 118-2008)

Action taken: _____

Items 4 (g & h) will be presented together, but acted on separately

Staff presentation estimated time: 10 minutes

- (g) Authorizing a Ground Lease with Octavia Court, Inc, a California nonprofit public benefit corporation, in connection with the development of very low-income rental housing for persons with developmental disabilities on Central Freeway Parcel Q, southwest corner of Octavia Boulevard and Oak Street, and making environmental findings pursuant to the California Environmental Quality Act; Citywide Tax Increment Housing Program. (Resolution No. 119-2008)

Action taken: _____

- (h) Authorizing a First Amendment to the Regulatory and Grant Agreement with Octavia Court, Inc, a California nonprofit public benefit corporation, to increase the Grant in an amount not to exceed \$1,951,609, for a total amount not to exceed \$3,987,300, for the development of 15 units of very low-income rental housing for persons with developmental disabilities on Central Freeway Parcel Q, southwest corner of Octavia Boulevard and Oak Street, and making environmental findings pursuant to the California Environmental Quality Act; Citywide Tax Increment Housing Program. (Resolution No. 120-2008)

Action taken: _____

5. Matters not appearing on Agenda

6. Persons wishing to address the members on non-Agenda, but Agency related matters

7. Report of the President

8. Report of the Executive Director

9. Commissioners' Questions and Matters

10. Closed Session:

- (a) Pursuant to Government Code Section 54956.8 to instruct the Agency's real property negotiators regarding the price and terms of payment for the conveyance of Agency Disposition Parcel 725-C in the Western Addition Redevelopment Project Area A-2. The parties with whom the Agency would negotiate are Safeway, Inc., a California for-profit corporation, and Richard Szeto. Agency negotiators: Fred Blackwell, Stephen Maduli-Williams, Gaynell Armstrong-McCurn, Andrea Baker, Andrico Penick, and Ricky Tijani.

11. Adjournment

REDEVELOPMENT AGENCY of the City and County of San Francisco



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France Covington, President
London Breed, Vice President
Linda A. Cheu
Leroy King
Ramon E. Romero
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Gina E. Solis, Commission Secretary



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OCT 17 2008

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A G E N D A

TUESDAY, OCTOBER 21, 2008 • 4:00 p.m.

ACCESSIBLE MEETING POLICY

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any. **No Reportable Action.**
3. Matters of Unfinished Business:

(Continued from October 7, 2008 Commission Meeting)

- (a) Authorizing a Second Amendment to the Owner Participation Agreement with 766 Harrison, LLC, a California limited liability company, to modify the terms of the agreement to allow the owner to sell or rent the units and to modify the terms governing the below-market-rate units in the project, 766 Harrison Street; Yerba Buena Center Redevelopment Project Area. (Resolution No. 106-2008)

Action taken: _____

4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

ALL MATTERS LISTED HEREUNDER CONSTITUTE A CONSENT AGENDA, ARE CONSIDERED TO BE ROUTINE BY THE REDEVELOPMENT AGENCY COMMISSION, AND WILL BE ACTED UPON BY A SINGLE VOTE OF THE COMMISSION. THERE WILL BE NO SEPARATE DISCUSSION OF THESE ITEMS UNLESS A MEMBER OF THE COMMISSION OR THE PUBLIC SO REQUESTS, IN WHICH EVENT THE MATTER SHALL BE REMOVED FROM THE CONSENT AGENDA AND CONSIDERED AS A SEPARATE ITEM:

- (a) Approval of Minutes: Meeting of October 7, 2008
 - (b) Authorizing a First Amendment to the Predevelopment Loan Agreement with Michael Simmons Property Development, Inc., a California corporation, to amend the project budget and to allow the Executive Director to approve future project budget line-item transfers, in conjunction with the predevelopment of approximately 32 units for low-and moderate-income, first-time homebuyers at 1345 Turk Street; Western Addition Redevelopment Project Area A-2. (Resolution No. 121-2008)
 - (c) Authorizing a third amendment to the Personal Services Contract with Seifel Consulting, a California Corporation, to extend the contract term for three months to March 20, 2009 and to increase the contract amount by \$15,000 for a total aggregate amount not to exceed \$290,000 to prepare revised tax increment projections and redevelopment plan documents in connection with the adoption of the proposed Visitacion Valley Redevelopment Plan; Visitacion Valley Redevelopment Survey Area. (Resolution No. 122-2008)

- (d) Authorizing Submittal Of An Application To The Center For Creative Land Recycling For Funding Under The State Of California Pollution Control Financing Authority's "California Recycle Underutilized Sites (Calreuse)" Brownfield Remediation Program; The Execution Of A Standard Agreement If Selected For Such Funding And Any Amendments Thereto; And Any Related Documents Necessary To Participate In The Program For Up To \$14,980,000; Hunters Point Shipyard Redevelopment Project Area.
(Resolution No. 123-2008)

Action taken: _____

REGULAR AGENDA

Staff presentation estimated time: 10 minutes

- (e) Workshop on potential impacts of current economic conditions on Agency activities

Staff presentation estimated time: 10 minutes

- (f) Authorizing a Ground Lease with 365 Fulton, L.P., a California limited partnership, for the development and operation of 120 very low income supportive housing rental units at 365 Fulton Street; Western Addition Redevelopment Project Area A-2.
(Resolution No. 124-2008)

Action taken: _____

Staff presentation estimated time: 15 minutes

Items 4(g) and (h) will be discussed together but acted on separately

- (g) Conditionally approving the Combined Basic Concept and Schematic Design for a commercial building on Block 30 in the Mission Bay South Redevelopment Project Area, pursuant to the Owner Participation Agreement with FOCIL-MB, LLC, and adopting making environmental findings pursuant to the California Environmental Quality Act; Mission Bay South Redevelopment Project Area. (Resolution No. 125-2008)

Action taken: _____

- (h) Conditionally approving the Combined Basic Concept and Schematic Design for a commercial building on Block 32 in the Mission Bay South Redevelopment Project Area, pursuant to the Owner Participation Agreement with FOCIL-MB, LLC and adopting environmental findings pursuant to the California Environmental Quality Act; Mission Bay South Redevelopment Project Area. (Resolution No. 126-2008)

Action taken: _____

Staff presentation estimated time: 15 minutes

Items 4(i) and (j) will be discussed together but acted on separately

- (i) Conditionally approving the Combined Basic Concept and Schematic Design for a parking garage on Parcel 6 of Blocks 41-43 in the Mission Bay South Redevelopment Project Area, pursuant to the Owner Participation Agreement with FOCIL-MB, LLC and adopting environmental findings pursuant to the California Environmental Quality Act; Mission Bay South Redevelopment Project Area. (Resolution No. 127-2008)

Action taken: _____

- (j) Conditionally approving the Combined Basic Concept and Schematic Design for a commercial building on Parcel 7 of Blocks 41 – 43 in the Mission Bay South Redevelopment Project Area, pursuant to the Owner Participation Agreement with FOCIL-MB, LLC and adopting environmental findings pursuant to the California Environmental Quality Act; Mission Bay South Redevelopment Project Area. (Resolution No. 128-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (k) Workshop/Progress Report Bi-County Transportation Plan

Action taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session: **None.**
11. Adjournment

REDEVELOPMENT AGENCY

of the

City and County of San Francisco



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Francee Covington, President
London Breed, Vice President
Linda A. Cheu
Leroy King
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Darshan Singh
Rick Swig

Fred Blackwell, Executive Director
Gina E. Solis, Commission Secretary



10-24-08 03:23 RCVD

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SPECIAL MEETING AGENDA

OCT 24 2008

MONDAY, OCTOBER 27, 2008 • 4:00 p.m.

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SPECIAL MEETING AGENDA

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any. **No Reportable Action.**
3. Matters of Unfinished Business. **None.**
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

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- (a) Authorizing a Third Amendment to the Personal Services Contract with Wagstaff and Associates, a sole proprietorship, to extend the schedule of performance and to increase the budget by an additional \$50,525, for a total aggregate amount not to exceed \$451,320 to prepare an Environmental Impact Report; Visitacion Valley Redevelopment Survey Area. (Resolution No. 129-2008)

Action taken: _____

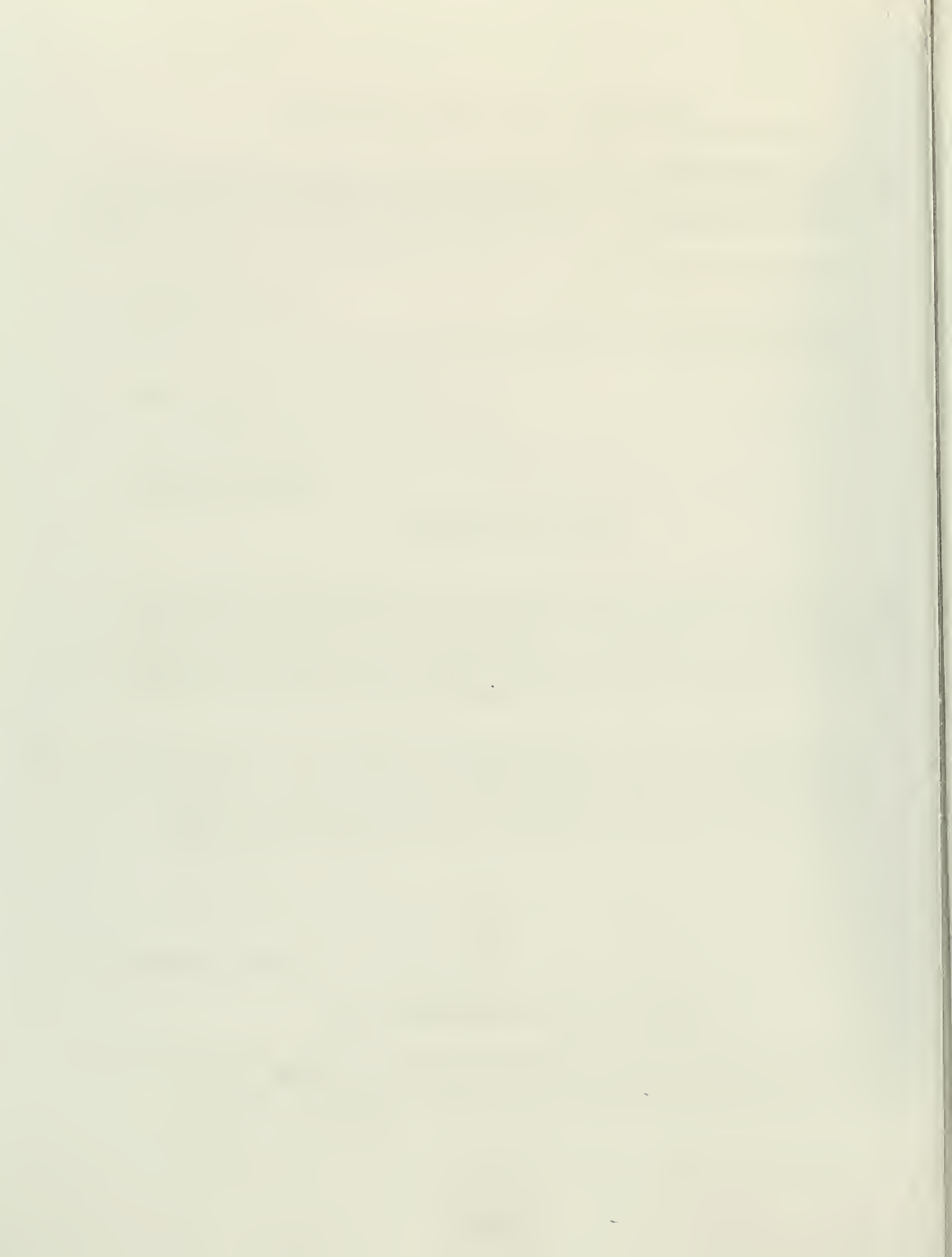
REGULAR AGENDA

Staff presentation estimated time: 10 minutes

- (b) Endorsing a Finance Plan under the second amended and restated Exclusive Negotiations and Planning Agreement, covering Phase 2 of the Hunters Point Shipyard and Candlestick Point; Hunters Point Shipyard and Bayview Hunters Point Redevelopment Project Areas. (Resolution No. 130-2008)

Action taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session - None
11. Adjournment



MEMORANDUM

TO: Agency Commissioners

FROM: Fred Blackwell, Executive Director

SUBJECT: Authorizing a Third Amendment to the Personal Services Contract with Wagstaff and Associates, a sole proprietorship, to extend the schedule of performance and to increase the budget by an additional \$50,525, for a total aggregate amount not to exceed \$451,320 to prepare an Environmental Impact Report; Visitacion Valley Redevelopment Survey Area.

EXECUTIVE SUMMARY

On December 20, 2005 the Commission authorized a Personal Services Contract ("Contract") with Wagstaff and Associates, a sole proprietorship, ("Wagstaff") to prepare an Environmental Impact Report ("EIR") for the Visitacion Valley Redevelopment Survey Area in an amount not to exceed \$270,000 (Resolution No. 211-2005). Multiple factors created delays and additional analysis requirements before the publication of a Draft Visitacion Valley EIR ("Draft EIR"), resulting in two contract amendments over the past three years. Notable factors have been the need to expand the scope of historic resources analysis, the evolving nature of the hazardous materials clean up program, and the need to coordinate cumulative impact analysis based on the recent Bayview Waterfront Proposals for the Bayview Hunters Point and Hunters Point Shipyard Redevelopment Project Areas.

The Agency and the Planning Department published the Draft EIR on June 3, 2008 with a public comments period extending to July 21, 2008. Public hearings were held, on June 26, 2008 and July 1, 2008, before the Agency Commission and Planning Commission respectively. The comments received by the Agency require more review and analysis than anticipated by the Agency or the Contractor. Thus, the Agency and the Contractor would like to enter into a Third Amendment to the Contract ("Third Amendment") to increase the budget by \$50,525, in order to complete the Response to Comments document resulting in a Final EIR document.

Staff recommends a Third Amendment of the Contract with Wagstaff and Associates, a sole proprietorship, for an additional \$50,525 to facilitate the completion of the Final Environmental Impact Report for the Visitacion Valley Survey Area, for a total aggregate amount not to exceed \$451,320.

BACKGROUND

On June 7, 2005, the San Francisco Board of Supervisors (the "Board") passed a resolution designating the Visitacion Valley Survey Area ("Survey Area") and urging the Agency to carry out the studies and other actions required under CRL to determine the appropriateness of adopting a redevelopment plan within the Survey Area. A focal point of the Survey area is a collection of former industrial properties referred to as the Schlage Lock site. A critical element of redevelopment plan adoption process is conducting the environmental review required under the California Environmental Quality Act ("CEQA").

On December 20, 2005 the Commission authorized a Personal Services Contract ("Contract") with Wagstaff and Associates ("Wagstaff") to prepare an Environmental Impact Report ("EIR") for the Visitacion Valley Redevelopment Survey Area. Wagstaff is a Bay Area firm that provides environmental documentation (compliance with CEQA) and urban planning services to public and private clients. The original Contract was for an amount not to exceed \$270,000 (Resolution No. 211-2005). Subsequently, on September 19, 2006, the Commission authorized a Contract amendment to increase the budget to an amount not to exceed \$305,185 allow for a more detailed historic resources analysis per the Agency's Historical Preservation Policy (Resolution No. 128-2006). The evolving nature of the site remediation program and the need to coordinate cumulative impact analysis based on the recent Bayview Waterfront Proposal created delays before the publication of a Draft Visitacion Valley EIR ("Draft EIR"). In April of 2008, the Agency and the Contractor entered into a Second Amendment to increase the contract length by six months and to increase the budget by \$95,610 for a total aggregate amount not to exceed \$400,795, in order to complete the Draft EIR (Resolution No. 16-2008).

PROPOSED THIRD AMENDMENT

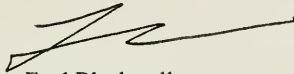
On June 3, 2008 the Agency and the Planning Department jointly published the Draft EIR, with a public comment period running until July 21, 2008. During the public comments period, two public hearings were held on June 26, 2008 and July 1, 2008, before the Agency Commission and Planning Commission respectively. In order to complete the CEQA process the Agency and the Planning Department must respond to all comments received during the public comment period, by writing a Comments and Responses document. The comments received both in writing and at the public hearing required more review and analysis than anticipated by the Agency or the Contractor. Major issues to cover in the Comments and Responses document include updates to the hazardous materials clean up process, refinements of the historic resources discussion, explanations of regional planning context and coordination efforts, and clarification and some more detailed analysis of both local and regional transportation conditions.

Thus, the Agency and the Contractor would like to enter into a Third Amendment to increase the budget by \$50,525, in order to complete the Response to Comments document and produce a Final EIR document. A budget and scope of the additional work to be conducted is attached (Attachment 1). The budget for this Contract will not exceed a total aggregate amount of

\$451,320. The funding for the proposed increased scope of work is provided for within the 2008-09 Fiscal Year budget.

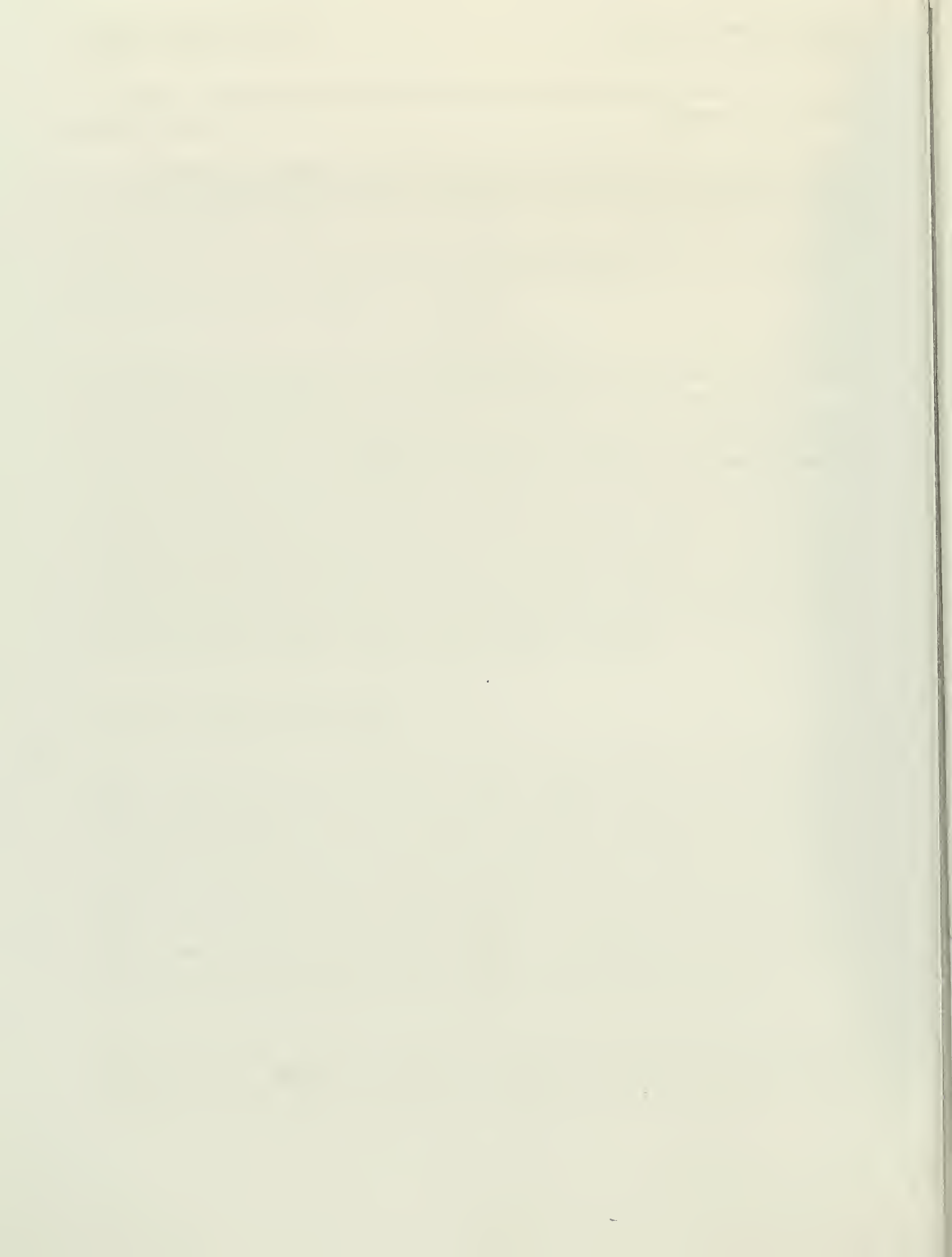
The Third Contract Amendment is exempt from the California Environmental Quality Act ("CEQA") pursuant to Section 15262 of the State CEQA Guidelines (Feasibility and Planning Studies), because the Contract is only for the provision of technical environmental review services.

Originated by Tom Evans, Lead Planner

A handwritten signature in black ink, appearing to read 'Fred Blackwell', with a long horizontal stroke extending to the right.

Fred Blackwell
Executive Director

Attachment: Visitation Valley EIR Additional Budget Request



**Attachment 1: PSC Third Amendment
Visitacion Valley EIR Additional Contract Budget Request**

ADDITIONAL BUDGET REQUEST TO COMPLETE FEIR

Current Budget Status (Sept. 23, 2008 Invoice
#654-091808, attached)

Total Contracted Amount	400,795.00
Total Billings to Date	417,254.91
Amount remaining in Budget	(16,459.91)

Estimated Additional Cost to Complete and Certify
Final EIR

Labor (see page 2)	
Admin. Draft FEIR	13,755
Screen Check FEIR	3,770
Public Release FEIR	2,070
Two staff meetings	2,760
Three public hearings	8,280
Subtotal	<u>27,815</u>

Reproduction (see page 2)	2,590
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Subcontractors (see attachment 4)	
Illingworth & Rodkin	1,440
DMJM (not included)	--
Carey & Co.	1,080
Andrew Leahy	<u>1,080</u>
Subtotal	<u>3,600</u>

Total Additional Budget	34,065
Amount Remaining in Budget	(16,460)

Total Additional Budget Request	
Including Reprod. & Delivery	\$50,525
Excluding Reprod. & Delivery	\$47,935

October 3, 2008
Wagstaff and Associates
Visitacion Valley Redevelopment Program EIR

Remaining Labor--Wagstaff and Associates

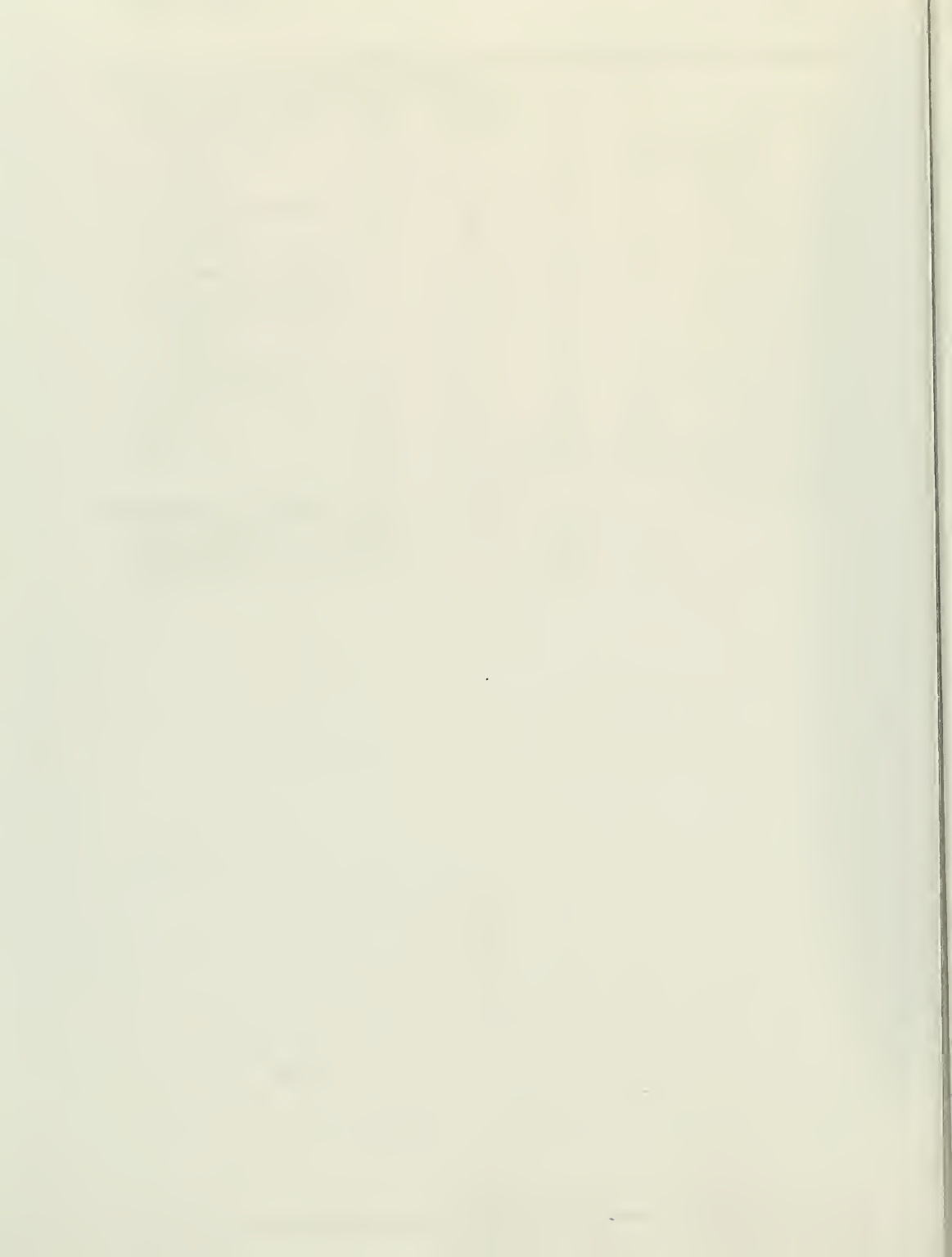
	<u>J.W.</u>	<u>R.P.</u>	
Admin. Draft FEIR			
Responses to Comments (see page 3)	39	15	
DEIR Revisions	8	8	
Admin.	<u>4</u>	<u>4</u>	
Subtotal	51	27	
Screencheck Draft FEIR			
Edits	8	8	
Admin.	<u>2</u>	<u>4</u>	
Subtotal	10	12	
Public Release Draft FEIR			
Edits	4	4	
Admin.	<u>2</u>	<u>2</u>	
Subtotal	6	6	
Two Staff Meetings	8	8	
Three Public Hearings	<u>16</u>	<u>16</u>	
Subtotal	91	69	
Hourly Rate	<u>185</u>	<u>160</u>	
Cost	16,835	11,040	27,875

Reproduction and Delivery

ADFEIR (20 copies, 15 to agency)	500
SCFEIR (7 copies, 5 to Agency)	190
PRFEIR (85 copies, 75 to Agency)	<u>1,900</u>
Total	2,590

Remaining Labor--Preparation of Responses to Comments

<u>FEIR Section</u>	<u>Number of Responses</u>	<u>Labor (0.3/hr/res)</u>		<u>Subcontractor</u>
		<u>JW</u>	<u>RP</u>	
3.2.1 Project Descr.	9	2.7		
3.2.2 Consistency w/Plans	1	0.3		
3.2.3 Land Use	6	1.8		
3.2.4 Pop. & Hsg.	3	0.9		
3.2.5 Vis. Factors	5	1.5		
3.2.6 Transp.	69	20.7		DMJM --
3.2.7 AQ	13		3.9	I&R 4
3.2.8 Cult./Hist.	7		2.1	Carey 6
3.2.9 Haz. Mat.	12		3.6	
3.2.10 Hydro./WQ	4		1.2	Leahy 3
3.2.11 Noise	7		2.1	I&R 4
3.2.12 Pub. Services	4		1.2	Leahy 3
3.2.13 Util. and P.S.	4		1.2	
3.2.14 CEQA Concl.	0	0.0		
3.2.15 Alternatives	7	2.1		
3.2.16 MMRP	8	2.4		
3.2.17 Organ./Per. Cont.	9	2.7		
3.2.18 Appendices	0	0.0		
3.2.19 General	11	3.3		
3.2.20 Project Merits	3	0.9		
	182	39.3	15.3	DMJM --
				I&R 8
				Carey 6
				Leahy 6



4a

AUTHORIZING A THIRD AMENDMENT TO THE PERSONAL SERVICES CONTRACT WITH WAGSTAFF AND ASSOCIATES, A SOLE PROPRIETORSHIP, TO EXTEND THE SCHEDULE OF PERFORMANCE AND TO INCREASE THE BUDGET BY AN ADDITIONAL \$50,525, FOR A TOTAL AGGREGATE AMOUNT NOT TO EXCEED \$451,320 TO PREPARE AN ENVIRONMENTAL IMPACT REPORT; VISITACION VALLEY REDEVELOPMENT SURVEY AREA

BASIS FOR RESOLUTION

1. On June 7, 2005, the San Francisco Board of Supervisors passed a resolution designating the Visitacion Valley Redevelopment Survey Area ("Survey Area") and urging the Redevelopment Agency of the City and County of San Francisco ("Agency") to carry out the studies and other actions required under California Community Redevelopment Law to determine the appropriateness of adopting a redevelopment plan within the Survey Area.
2. On December 20, 2005, the Agency Commission authorized, by Resolution No. 211-2005, a three-year Personal Services Contract ("Contract") with Wagstaff and Associates, a sole proprietorship ("Contractor" or "Wagstaff") for the completion of an Environmental Impact Report ("EIR") in accordance with the California Environmental Quality Act ("CEQA").
3. The Agency's Historic Preservation Policy, approved on May 3, 2005 (Resolution No. 75-2005) states that as part of the study of a survey area, the Agency shall conduct a building-by-building survey of each parcel in the area. It further states that Agency staff and consultants shall coordinate with the San Francisco Planning Department ("Planning Department") to develop standard formats for environmental documents that conform to Chapter 31 of the Administrative Code and the requirements of the San Francisco Landmarks Preservation Advisory Board.
4. After consultation with the Planning Department, Agency staff and Wagstaff determined that the original scope of the historic analysis for the EIR was insufficient to meet agreed upon standards. Thus, on September 19, 2006, the Agency Commission approved by Resolution No. 128-2006, a First Amendment to the Contract ("First Amendment") to expand the scope of services to include a comprehensive historic analysis and to increase the budget to a total aggregate amount not to exceed \$305,185.
5. Multiple factors created delays and additional analysis requirements before the publication of a Draft Visitacion Valley EIR ("Draft EIR"). The most notable factor was the need to coordinate cumulative impact analysis based on the recent Bayview Waterfront Proposals for the Bayview Hunters Point and Hunters Point Shipyard

Redevelopment Project Areas. On April 1, 2008, by Resolution No. 16-2008, the Agency Commission approved a Second Amendment to the Contract ("Second Amendment") to extend the Contract length by six months and to increase the budget to a total aggregate amount not to exceed \$400,795.

6. On June 3, 2008 the Agency and the Planning Department jointly published the Draft EIR, with a public comment period running until July 21, 2008. During the public comments period, two public hearings were held on June 26, 2008 and July 1, 2008, before the Agency Commission and Planning Commission respectively.
7. In order to complete the CEQA process, the Agency and the Planning Department must respond to all comments received during the public comment period. The comments received both in writing and at the public hearing required more review and analysis than anticipated by the Agency or the Contractor. Thus, the Agency and the Contractor would like to enter into a Third Amendment to the Contract ("Third Amendment") to extend the Contract length by six months, and increase the budget by \$50,525, in order to complete the Response to Comments document and produce a Final EIR document.
8. The budget for this Contract will not exceed a total aggregate amount of \$451,320. The funding for the proposed increased scope of work is provided for within the 2008-09 Fiscal Year budget.
9. The Contract to provide environmental review of the proposed Visitacion Valley Redevelopment Project, including the Visitacion Valley Redevelopment Plan, is statutorily exempt from CEQA pursuant to Section 15262 of the State CEQA Guidelines (Feasibility and Planning Studies), because the Contract is only for the provision of technical environmental review services. The proposed Third Amendment will provide for the completion of environmental review and is similarly statutorily exempt from CEQA.

RESOLUTION

ACCORDINGLY, IT IS RESOLVED by the Redevelopment Agency of the City and County of San Francisco that the Executive Director is authorized to execute a Third Amendment to the Personal Services Contract for the preparation of an Environmental Impact Report with Wagstaff and Associates, a sole proprietorship, to increase the budget for an additional \$50,525, for a total aggregate amount not to exceed \$451,320, substantially in the form lodged with the Agency General Counsel.

APPROVED AS TO FORM:



James B. Morales
Agency General Counsel

450-45.08-002
October 23, 2008

Agenda Item No. 4(b)
Meeting of October 27, 2008

MEMORANDUM

TO: Agency Commission

FROM: Fred Blackwell
Executive Director

SUBJECT: Endorsing a Financing Plan under the Second Amended and Restated Exclusive Negotiations and Planning Agreement, covering Phase 2 of the Hunters Point Shipyard and Candlestick Point; Hunters Point Shipyard and Bayview Hunters Point Candlestick Point Redevelopment Project Areas

EXECUTIVE SUMMARY

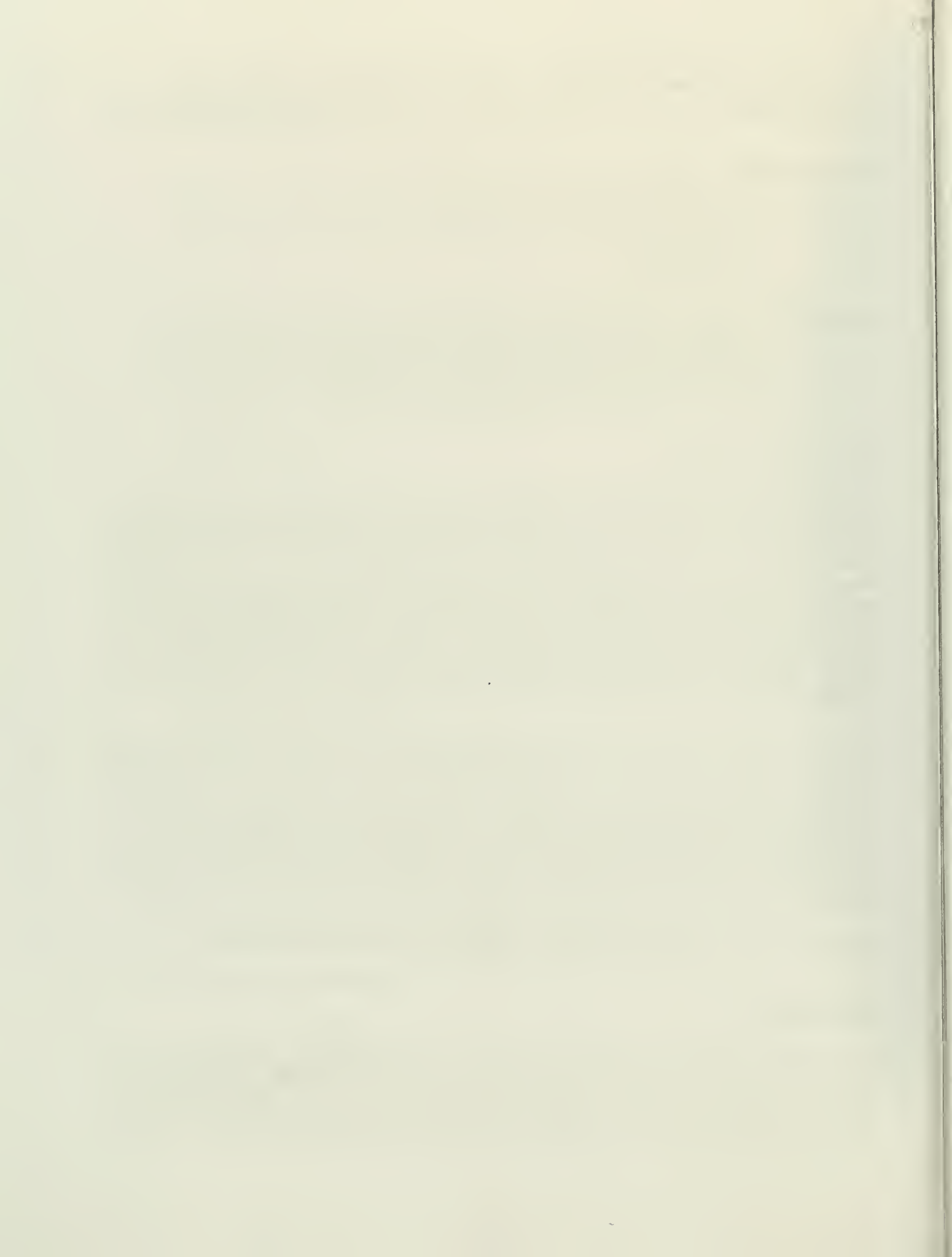
On May 1, 2007, the Redevelopment Agency of the City and County of San Francisco ("Agency") adopted Resolution No. 42-2007, authorizing the Second Amended and Restated Exclusive Negotiations and Planning Agreement with Lennar BVHP, LLC (the "Phase 2 ENA") covering Phase 2 of the Hunters Point Shipyard and the Candlestick Point area of the Bayview Hunters Point Redevelopment Project Area (the "Project"). On August 19, 2008, the Agency authorized amendments to the Phase 2 ENA, approving, among other things, the addition of Kimco Developers, Inc. and MACTEC Development Corporation as key strategic partners in the areas of retail and infrastructure, respectively, and the addition of affiliates of Scala Real Estate Partners, LP, Hillwood Development Company, LLC and Estein & Associates USA Ltd. as key strategic and equity partners for the development team (collectively, the equity partners are known as the "Developer").

The Phase 2 ENA requires the Agency and Developer to negotiate in good faith for the planning, conveyance and redevelopment of the Project and provides a schedule of performance that includes a deadline of November 30, 2008, for the submission of a term sheet. After months of meetings and negotiations among the Agency, Mayor's Office, and Developer, the Financing Plan has been submitted for Agency Commission endorsement. The Financing Plan is a critical element of the term sheet and provides the basis for continuing negotiations about other aspects of the Project. The Hunters Point Shipyard Citizens Advisory Committee and Bayview Hunters Point Project Area Committee endorsed the Financing Plan at a joint meeting on October 20, 2008.

Staff recommends the Agency's Commission of endorsement of the Financing Plan.

DISCUSSION

In the Spring of 2007, the Mayor, the Board of Supervisors (the "Board"), the Agency Commission, the Hunters Point Shipyard Citizens Advisory Committee ("CAC") and the Bayview Hunters Point Project Area Committee ("PAC") all approved a Conceptual Framework for the combined development of Phase 2 of the Hunters Point Shipyard (Phase 1 is already



approved and under construction) and Candlestick Point (the "Conceptual Framework"). The Conceptual Framework had four main elements:

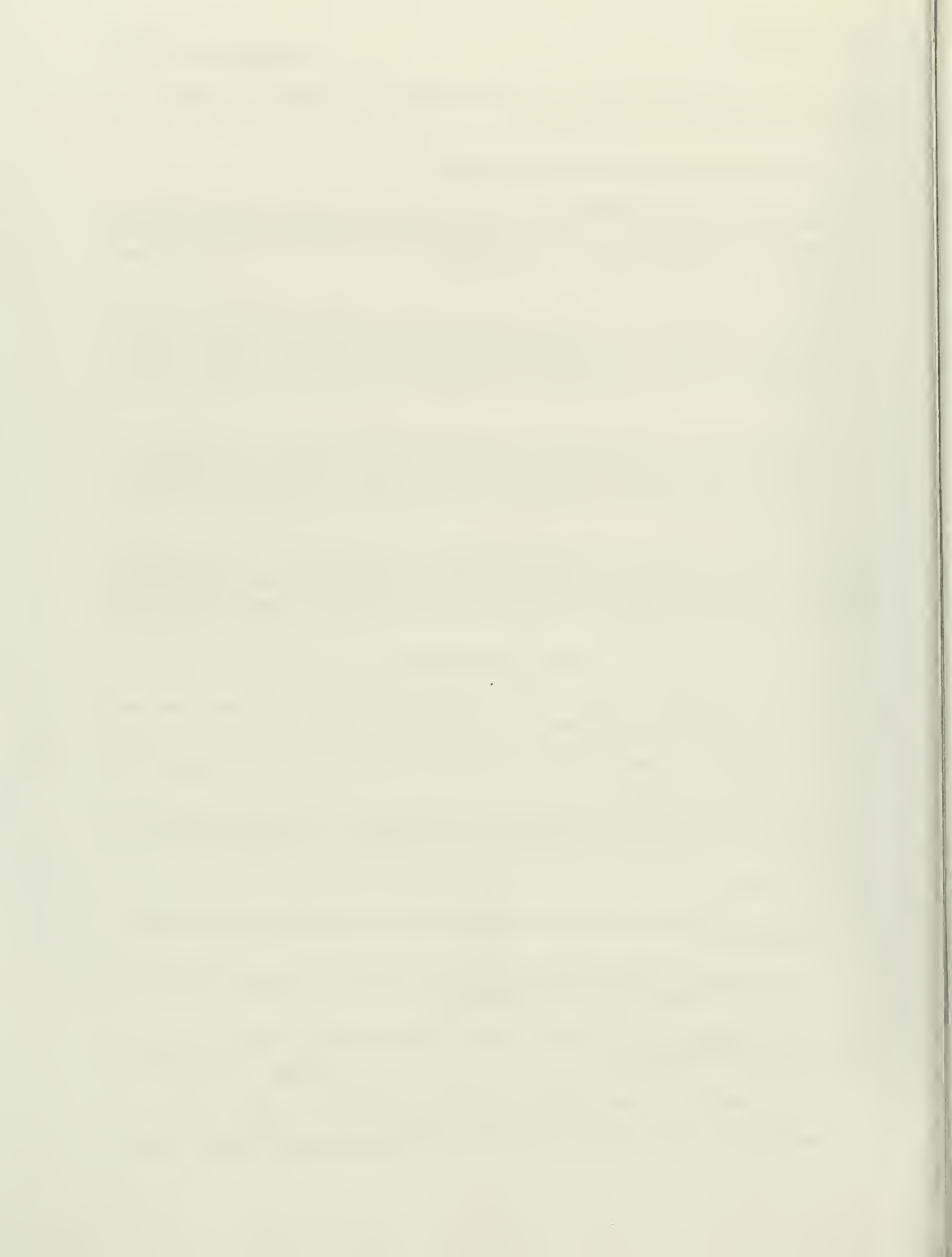
- (1) it set forth goals and principles to guide the Project;
- (2) it presented a proposed preliminary plan for integrated development, serving as the basis for a Board finding that the plan is likely to be fiscally feasible and is likely to deliver the intended public benefits, such that the City was able to begin environmental review of the Project under CEQA consistent with Administrative Code Chapter 29;
- (3) it outlined the parameters for the City and the Agency, in cooperation with the Developer and in consultation with other government agencies with jurisdiction over the Project, to begin an extensive community and public review process of the preliminary proposal, including consideration by the CAC and PAC, as that proposal may be modified and updated during the public review and planning process; and
- (4) it anticipated expanding the exclusive negotiations agreement between the Agency and the Developer for Phase 2 of the Shipyard to cover the planning and development of the Project as a whole, including Candlestick Point, subject to certain conditions. The Conceptual Framework also expressly contemplated a measure that would be submitted to the voters as part of the public review of the Project.

On June 3, 2008, the City's voters overwhelmingly approved Proposition G, which established City policy to proceed, subject to public input and the environmental review process, with revitalizing Candlestick Point and the Hunters Point Shipyard through an integrated mixed-use development project that includes:

- over 300 acres of public park and open space improvements;
- between approximately 8,500 and 10,000 housing units, including rental and for-sale and affordable and market-rate residences;
- 600,000 square feet of regional retail on Candlestick and 100,000 square feet of neighborhood-serving retail on the Shipyard;
- 2,000,000 square feet of green office, science and technology, research and development and industrial uses on the Shipyard and 150,000 square feet of such uses on Candlestick;
- an arena site;
- a site on the Shipyard for a new stadium, if the 49ers and the City timely determine it is feasible to build it; and
- if a new stadium is not built, additional green office, science and technology, research and development and industrial space, or additional housing.

The City policy, established by Proposition G, further states that the Project shall be designed to be consistent with these objectives:

- producing tangible community benefits for the Bayview and the City;
- reunifying the site with the Bayview and protecting the Bayview's character for existing residents;



- producing new market and affordable housing and encouraging rebuilding the Alice Griffith Housing Development;
- incorporating environmental sustainability;
- encouraging the timely development of the Project site;
- encouraging the 49ers to remain in San Francisco by providing a new stadium site and supporting infrastructure; and
- requiring the Project to be fiscally prudent, with or without a new stadium.

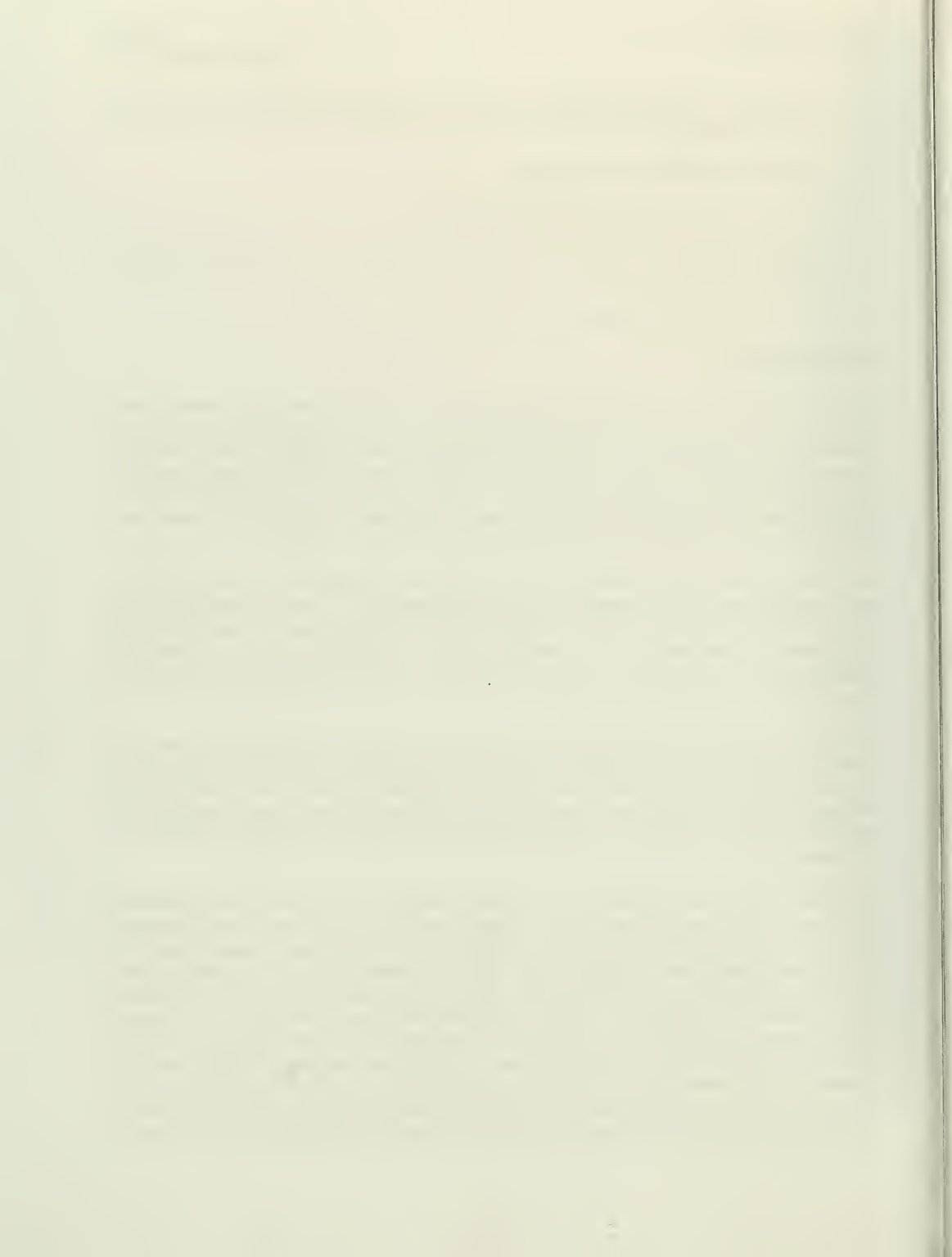
ENA Requirements

On May 1, 2007, the Agency adopted Resolution No. 42-2007, authorizing the execution and delivery of that certain Second Amended and Restated Exclusive Negotiations and Planning Agreement, covering Phase 2 of the Hunters Point Shipyard and Candlestick Point, between the Agency and Lennar BVHP dated as of May 1, 2007 (the "Phase 2 ENA") consistent with the Conceptual Framework. The Phase 2 ENA, as amended by Resolution No.86-2008 (Aug. 19, 2008), required the Developer to submit a financial term sheet to the Board of Supervisors, Agency Commission and other relevant city agencies by November 30, 2008.

The Phase 2 ENA required Lennar to bring on additional strategic partners with expertise in retail, infrastructure and/or research and development/biotech, as well as additional equity partners with the financial capacity to ensure that the development of the Project can expeditiously proceed through all predevelopment and development phases, notwithstanding fluctuations in the marketplace (the "Partner Requirement," as more particularly described in the Phase 2 ENA).

On August 19, 2008, the Agency adopted Resolution No. 86-2008, approving satisfaction of the Partner Requirement with the addition of Kimco Developers, Inc. and MACTEC Development Corporation as key strategic partners in the areas of retail and infrastructure, respectively, and the addition of affiliates of Scala Real Estate Partners, LP, Hillwood Development Company, LLC and Estein & Associates USA Ltd. as key equity partners, and authorized certain amendments to the Phase 2 ENA.

The Phase 2 ENA also required the Developer to complete a term sheet that included the following: 1) the scope of development, 2) the material business terms for the Transaction Parcels, 3) a financially feasible pro forma showing anticipated costs and revenues through the development, together with a financing plan, 4) an infrastructure plan, 5) a housing plan, including an affordable housing plan, and a plan for reconstruction of Alice Griffith Housing (Double Rock) Development, 6) design review and development procedure, 7) community benefits program including, but not limited to: permanent and construction jobs, economic development opportunities, public open space, and affordable housing (including levels of affordability), 8) a sustainability plan, 9) a stadium development plan and feasibility report, 10) Guaranties or other financial assurances to assure timely completion of all agreed-upon infrastructure and other development for which the Developer will be responsible, 11) a plan for



the development of the Shipyard in relation to the hazardous materials remediation and conveyance program, 12) a plan for the permanent artist community facilities, 13) a plan for the permanent African marketplace.

While a few of these term sheet conditions are still being negotiated, the two most critical elements, the Financing Plan and the Partnership Requirements have been sufficiently addressed. By creating a financial roadmap and sourcing the technical and financial resources necessary to make the development feasible, the Developer has put the Project in an optimum position to move forward, given the current market conditions. With this in mind, staff believes these two respective elements of the term sheet satisfy the financial sustainability test envisioned in the Phase 2 ENA. The Agency expects that any remaining outstanding elements will be addressed in a future amendment to the schedule of Performance under the Phase 2 ENA during the first quarter of 2009.

Financing Plan

The Financing Plan, which is attached as Exhibit A to the Commission resolution, outlines financial terms upon which the Agency, the City and the Developer will negotiate in good faith to reach agreement on final transaction documents for the Project. But this Financing Plan is not itself a binding agreement that commits the Agency or the City to proceed with the approval or implementation of the Project or the Developer to develop the Project. The parties understand that all entitlements and other approvals by government agencies required for the Project will first undergo environmental review under the California Environmental Quality Act ("CEQA") and be subject to public review in accordance with the processes of the Agency and City.

This Financing Plan represents months of ongoing negotiations between the Agency, the City and the Developer with goal of creating an economically self-sufficient Project that minimizes any adverse fiscal impact on the City, reflects the Agency's redevelopment plan goals, empowers the Bayview community and generates a sufficient rate of return for investors. Embedded within these of goals is the expectation that the following core public benefits will be generated:

- (i) creation of more than 2,500 new construction jobs and over 7,500 permanent jobs;
- (ii) transformation of long-standing environmental blight on the City and the surrounding Bayview Hunters Point community;
- (iii) directly contribute more than \$500 million towards the creation of 3,345 affordable units (31.86% of all new housing based on 10,500 new housing units); and
- (iv) creation the largest public parks improvement project in San Francisco since the construction of Golden Gate Park – including the rehabilitation of the Candlestick Point State Recreation Area – in the part of the City most lacking in good recreation and open space areas.

Horizontal Project Financing

The Financing Plan provides a sources and uses based proforma that highlights the projected public and private investments and respective costs associated with horizontal development phase. As shown on Attachment 2 of the Financing Plan, to implement the Project, the sources of funding for development will come in the following primary private and public forms:

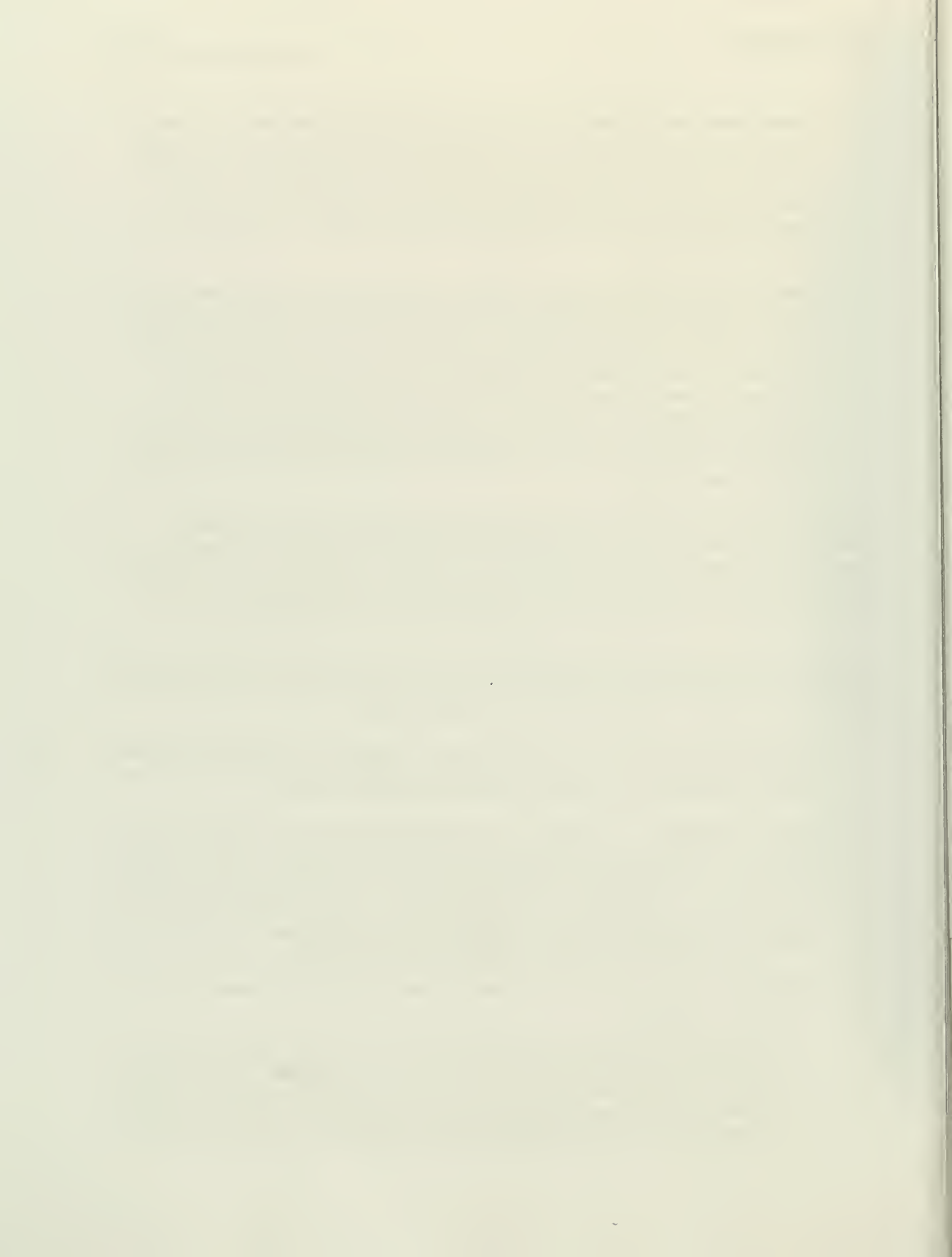


1. **Private Capital:** The Developer will provide private capital, which is anticipated to consist of equity and/or private debt. This at-risk capital includes monies spent before the Project receives any entitlements, as well as funds necessary to fund improvements during Project construction. Like all forms of private financial investment, these sources of capital require a risk adjusted market rate of return for the relevant parties to invest the up-front funds. Based on current financial projections, it is estimated that the private capital contribution to the Project will be approximately \$618 million.
2. **Land-Secured Tax-Exempt Financing:** This form of financing uses tax-exempt financing tools generated by the Developer's investment of private capital in the Project to capture revenues that would not otherwise exist but for the Project. To qualify for tax-exempt status, the proceeds of these types of financing are generally limited to the construction of public improvements, like streets and other public infrastructure, public parks and open spaces, and affordable housing. Land-secured tax exempt financing typically takes the form of Mello Roos Bonds under a Community Facilities District or property tax increment financing traditionally associated with a redevelopment project area. As shown on Attachment 2 of the Financing Plan, the total proceeds estimated from land-secured financing for construction of public infrastructure and affordable housing is about \$1.4 billion.

The Project's ability to self-finance the horizontal costs associated with this development represents a significant milestone in the history of the Hunter Point Shipyard. Without the convergence of Federal funding for Shipyard cleanup, public financing through land secured tax exempt financing that would not exist but for the Project itself, and Developer private capital, this Project would not be feasible. Below is a brief description of the Project costs:

As shown on Attachment 2 of the Financing Plan, the estimated horizontal development costs associated with implementing the development plan for the Project totals approximately \$2 billion. The following is a summary of the main cost components:

1. **Public Infrastructure Costs:** Infrastructure systems, including open space and transportation infrastructure improvements, have been planned at a conceptual level. The costs associated with making these improvements are expected to total approximately \$1.4 billion.
2. **Affordable Housing:** At full build out of the Project, approximately 31.86% of all homes developed – or 3,345 housing units based on 10,500 total housing units – will be developed as affordable homes targeting a range of affordability levels. These affordable units are comprised of three types: (1) affordable units built largely under sponsorship by the Agency; (2) "Inclusionary" and "Workforce Housing" units built by vertical developers; and (3) the reconstruction of the public housing at Alice Griffith Housing Development. The estimated cost of the Project's affordable housing program is approximately \$586 million.
3. **Other Costs:** There are several other significant costs associated with the horizontal development of the Project. These include:
 - **Additional Community Benefits.** In addition to the core community benefits of creating jobs, public parks and affordable housing, the Project will deliver a number of other community benefits. These additional benefits consist of various programs funded through residential and commercial development that will benefit Bayview Hunters Point residents, including: (i) workforce development and training programs (by establishing a Workforce Development

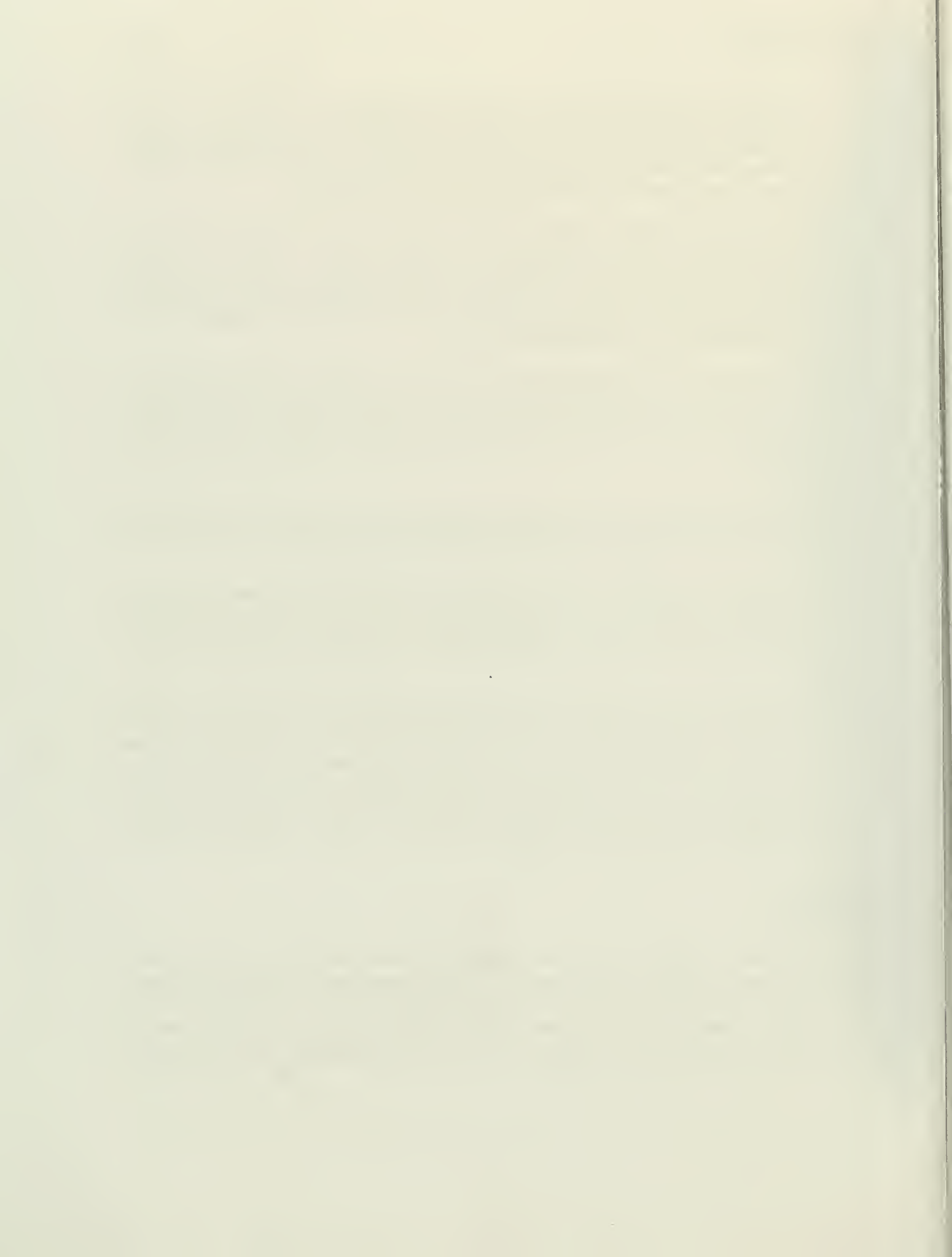


Fund); (ii) home buying assistance in District 10 (by establishing a Community First Housing Fund); (iii) a scholarship program for Bayview residents; (iv) a contribution of funds to address the physical and mental health of Bayview youth; and (v) other community programs. A more detailed description of these programs is provided in Attachment 4 of the Financing Plan. In total, these costs are estimated at approximately \$82 million.

- *Community and Public Facilities.* These costs include new and improved community and public facilities, including facilities for a permanent artists' community and African marketplace, as well as land dedicated to community-serving uses, such as public parking facilities, and other facilities to be determined. The total estimated cost for these community and public facilities is approximately \$58 million and is included in Attachment 2 of the Financing Plan as part of the infrastructure costs.
- *Property Taxes and Special Assessments.* Because of the lengthy construction schedule, the Developer will own property, and pay carrying costs such as real estate taxes and assessments and interest paid on the Mello Roos debt, before transferring parcels to vertical developers. The total estimated cost of property taxes and assessments to be paid by the Developer is \$54 million.
- *Governmental Fees.* The Developer will pay the Agency an annual fee covering ongoing Project administration costs and other government fees associated with the Project of approximately \$14 million over the 15-year build out of the Project.
- *Planning & Entitlement.* The pre-development planning and entitlement work by the Developer necessary to secure Project approvals from the City, Agency and other regulatory agencies is estimated at \$33.6 million (including the Developer's payment of costs of the Redevelopment Agency and the City) from initiation of negotiations to the close of escrow.
- *Marketing, Project Management and Property Management and Closing Costs.* There are additional costs associated with developing and managing the Project that the Developer will incur once a DDA is executed. Those costs include the marketing and project management costs associated with the proposed development, closing costs associated with the sale of horizontal parcels in the Project, on-going property management of the existing site and the management of construction activities associated with the new development, and general and administrative costs associated with development of the Project. In total, these costs are estimated at approximately \$113 million.

Deal Structure

Project Revenues - Project Revenues are revenues generated through the sale or lease of finished horizontal or bulk lots in the Project for "vertical development". Subject to participation by the Agency in vertical development, these Project Revenues are the source of funds to repay the Developer's investment of private capital. Over the life of the Project, total Project Revenues are estimated at approximately \$1.3 billion, as shown on Attachment 3 of the Financing Plan. The primary sources of Project Revenue are:



1. ***Sale of Land for New Residential Development.*** The main source of Project Revenue is the sale of fully entitled, improved land for new residential development. The sale of fully entitled developable residential pads is expected to generate \$758 million over the life of the Project.
2. ***Sale of Land for New Commercial/Retail Development.*** An additional source of revenue is the sale of fully entitled, improved land for new the commercial/retail development. The sale of commercial/retail land is expected to generate approximately \$291 million over the life of the Project.

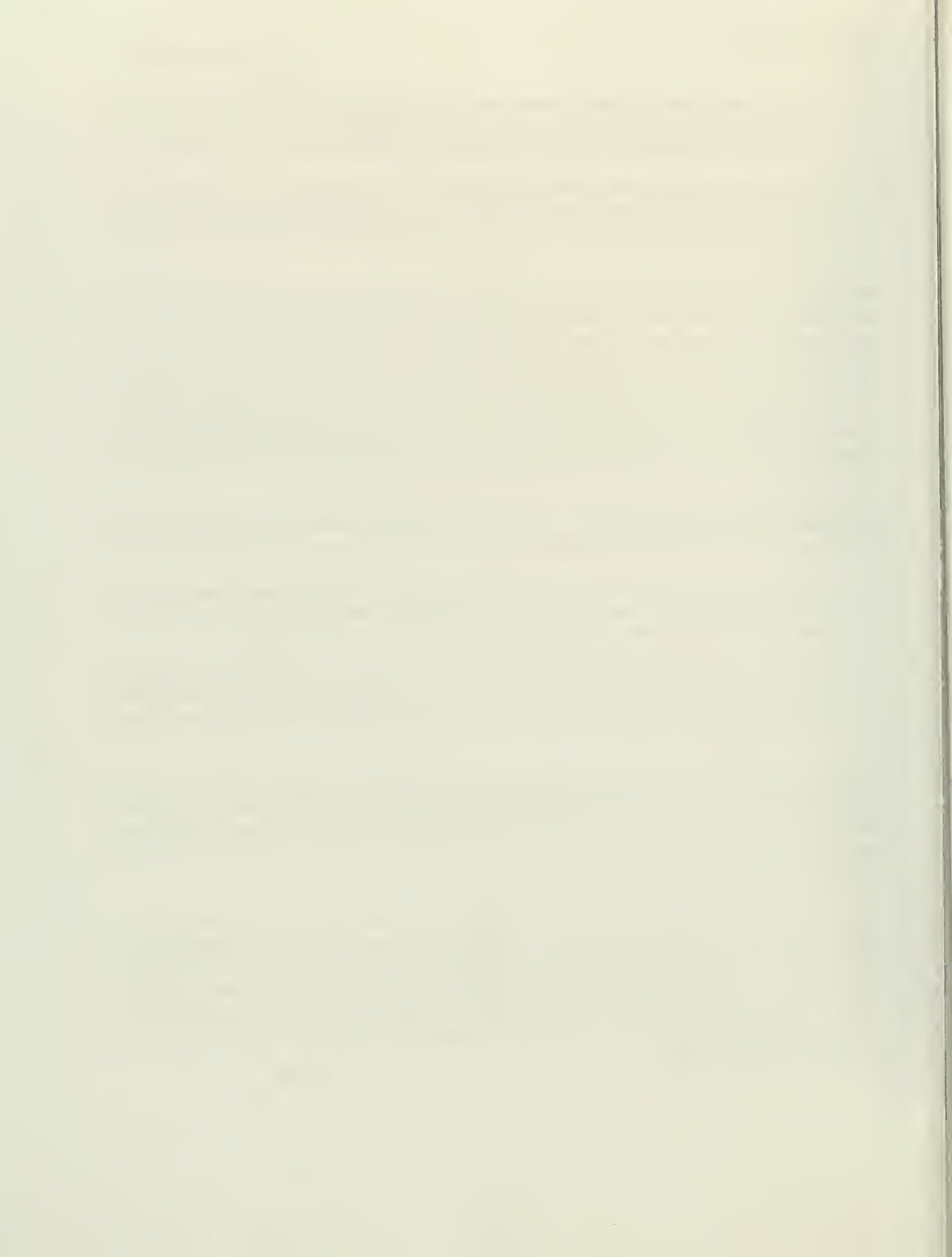
Developer Return - A cash flow proforma analysis ("Proforma") has been developed based on the current land use plan, and is included as Attachment 3 of the Financing Plan, to estimate the annual timing of the expected revenues and costs associated with the Project. At this stage of Project planning, the Proforma projects an internal rate of return (IRR) for the Project between 15% and 16%. The Developer, the City, and Agency staff agree that, the current IRR supports continued negotiations and private investment to secure entitlements for the Project. However, to achieve a market rate of return that reflects the complexity of the Project, the parties will work cooperatively to reduce risks and uncertainties as the Project progresses to the final agreements and entitlements and to find additional efficiencies or values in the Project.

Distribution of Net Project Revenues. The proposed transaction structure would distribute the Net Project Revenues (defined as Project Revenues less Project Expenses), as follows:

1. First, to the Developer, until the Project achieves a 22.5% unleveraged annual internal rate of return. This target return may also include a commercially reasonable "cash on cash" return as may be agreed upon between the Agency and the Developer as part of the DDA.
2. Second, any remainder to be split 50:50 between the Agency and the Developer. The Agency's share of Net Project Revenues, if any, will be paid directly into the Legacy Fund established under the Phase 1 Shipyard DDA, which shall be used for the benefit of the Bayview Hunters Point community.

Vertical Participation and Additional Agency Revenue Participation (Legacy Fund). While the overall transaction is a horizontal land development model, this Financing Plan anticipates that the Developer will have the right to construct and participate financially in some of the vertical development of residential and commercial uses. The scope and extent of such rights shall be set forth in the final DDA for the Project.

All market rate vertical development will be subject to separate DDA's – a "vertical DDA" – which will allow for profit participation by the Agency at a rate of 0.5% fee calculated on the gross sales price of the residential units (excluding Agency sponsored affordable housing units). The Agency's vertical development revenue participation will be paid directly into the Legacy Fund established under the Phase 1 Shipyard DDA. In addition, the Agency and the City will consider other vertical development participation mechanisms as part of the DDA negotiations to the extent financially feasible.



Key Financial Terms for the 49ers Stadium Option

Consistent with the principles in the Conceptual Framework and Proposition G, the Project also envisions the development of a world-class site for a new stadium on the Shipyard together with supporting infrastructure. The City, Agency and the Developer recognize that the 49ers are an important source of civic pride for the City and have contributed to the Bayview, and that the team is closely identified with San Francisco, having played in San Francisco since the 1940s and in Candlestick Point since the 1970s. Embedded within the Financing Plan is an attractive stadium proposal that provides the following financial terms:

1. **Long-Term Ground Lease of the Stadium Site to the 49ers at Nominal Rent.** The City, by itself or through the Redevelopment Agency, will enter into a long-term ground lease covering the approximately 17.4-acre site of the stadium pad in the Hunters Point Shipyard for the development of the new 49ers stadium.
 - a) The ground lease rent payable by the 49ers will be \$1.
 - b) The initial term of the ground lease will be commensurate with a binding non-relocation agreement by the 49ers. The ground lease will include options to extend the term, at nominal rent.
 - c) Under the ground lease, the 49ers will be able to capture the commercial revenues generated by the stadium but will be responsible for all costs of privately financing and developing the new stadium and for owning, operating, maintaining and repairing the new stadium throughout the duration of the ground lease.
2. **Cash Contribution by the Developer to the 49ers toward Construction of the Stadium.** The Developer will contribute to the 49ers \$100 million in cash toward construction of the new stadium. The contribution will be payable over the two years needed to construct the stadium, under a binding agreement between the developer and the 49ers. The Developer expects to enter into that agreement concurrently with receipt of the final approvals for the mixed-use Project (anticipated to be by November 2009) and execution of the DDA by the Developer.
3. **Delivery at No Cost to the 49ers of a Buildable Stadium Pad Site.** The City and the Agency will cause the Developer to deliver the stadium pad site in condition suitable for development of a new NFL football stadium, and all of the related infrastructure, including parking areas, needed for the stadium.

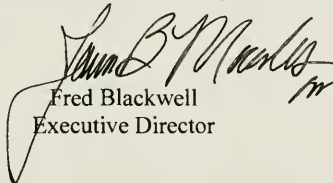
COMMUNITY OUTREACH

Since the Conceptual Framework and Proposition G was approved, the parties have worked extensively on every element of the development plan. The Project includes ongoing consultation with the PAC, the CAC, the residents of Double Rock, the Shipyard artists, the Recreation and Park Department's Recreation and Open Space Advisory Committee, the Neighborhood Parks Council, as well as other interested groups and neighbors. The Financing Plan was formally approved by the CAC and the PAC during a joint meeting on October 20, 2008.

CEQA REVIEW

Agency endorsement of the Financing Plan is statutorily exempt under CEQA because it is a non binding feasibility and planning study, as defined in CEQA Guidelines Section 15262, and will not independently result in significant physical effects on the environment.

Originated by Stephen Maduli-Williams, Deputy Executive Director



Fred Blackwell
Executive Director

**ENDORSORING A FINANCING PLAN UNDER THE SECOND AMENDED AND
RESTATED EXCLUSIVE NEGOTIATIONS AND PLANNING AGREEMENT,
COVERING PHASE 2 OF THE HUNTERS POINT SHIPYARD AND
CANDLESTICK POINT; HUNTERS POINT SHIPYARD AND BAYVIEW
HUNTERS POINT REDEVELOPMENT PROJECT AREAS**

BASIS FOR RESOLUTION

1. On December 2, 2003, the Redevelopment Agency of the City and County of San Francisco (the "Agency") and Lennar - BVHP, LLC, a California limited liability company doing business as Lennar/BVHP Partners ("Lennar BVHP"), entered into that certain Disposition and Development Agreement Hunters Point Shipyard Phase 1 (as amended, the "Phase 1 DDA").
2. In 2007, the Agency and the City and County of San Francisco (the "City"), undertook a new, integrated planning effort for the Shipyard and Candlestick Point, which resulted in the adoption of a Conceptual Framework for Development (the "Conceptual Framework"). The Conceptual Framework was endorsed by the Agency on May 1, 2007, and subsequently by the City's Board of Supervisors. The Conceptual Framework called for a mixed use project on the two sites to provide, among other things, much needed parks and open space, new business and employment opportunities, new housing, including significant affordable housing, a site for a new 49ers sports stadium, and other economic and public benefits.
3. On May 1, 2007, the Agency adopted Resolution No. 42-2007, authorizing the execution and delivery of that certain Second Amended and Restated Exclusive Negotiations and Planning Agreement, covering Phase 2 of the Hunters Point Shipyard and Candlestick Point, between the Agency and Lennar BVHP dated as of May 1, 2007 (the "Phase 2 ENA") consistent with the Conceptual Framework.
4. In June 2008, the voters of the City overwhelmingly approved Proposition G, the "Mixed Use Development Project for Candlestick Point and Hunters Point Shipyard." Proposition G made it City policy to proceed, subject to public input and the environmental review process, with revitalizing Candlestick Point and the Hunters Point Shipyard through an integrated mixed-use development project (the "Project") that includes, among other things, over 300 acres of public park and open space, between 8,500 and 10,000 homes, and significant retail, industrial and green office, science and technology, research and development space. Proposition G also made it City policy that the Project be consistent with certain defined objectives, including requiring that the Project be financially sound.

5. The Phase 2 ENA required Lennar to bring on additional partners with expertise in retail, infrastructure and/or R&D/Biotech, as well as additional equity partners with the financial capacity to ensure that the development of the Integrated Project Site (as defined in the Phase 2 ENA) can expeditiously proceed through all predevelopment and development phases notwithstanding fluctuations in the marketplace (the "Partner Requirement", as more particularly described in the Phase 2 ENA).
6. On August 19, 2008, the Agency adopted Resolution No. 86-2008, approving satisfaction of the Partner Requirement with the addition of Kimco Developers, Inc. and MACTEC Development Corporation as key strategic partners in the areas of retail and infrastructure, respectively, and the addition of affiliates of Scala Real Estate Partners, LP, Hillwood Development Company, LLC and Estein Associates USA Ltd. as key equity partners, and authorized certain amendments to the Phase 2 ENA and the Phase 1 DDA. Accordingly, references to the developer under the Phase 2 ENA and Phase 1 DDA shall mean the newly-formed Joint Venture Partners (the "Developer").
7. Both Proposition G and the Conceptual Framework provide specific guidance on an appropriate financing plan for the Project, including without limitation the following: (i) the Project financing should rely on private capital and land secured tax exempt financing (such as tax increment and Mello-Roos bonds) that leverages private investment, and should minimize adverse impacts to the City's General Fund; (ii) the Project must be financially feasible and provide a risk adjusted market rate of return to the Developer to support the required investment of private capital in the Project and the transaction structure should simultaneously prioritize the delivery of the Project's core public benefits (like parks, jobs and affordable housing), and (iii) except with regard to the use of the citywide Affordable Housing Fund, the Project should not use property tax increment generated from any part of a redevelopment area outside of the Project site to finance the construction of improvements within the Project site.
8. The Phase 2 ENA requires the Developer to negotiate in good faith for the planning, conveyance and redevelopment of the Integrated Project Site in accordance with an attached Schedule of Performance, which includes deadlines for certain milestones. The parties originally anticipated that a term sheet for the Project (the "Term Sheet") could be completed by March 1, 2008, subject to certain extensions if the 49ers did not commit to the Shipyard location, or affirmatively reject the Shipyard location, for their new stadium by such date. To date, the 49ers have not committed to or rejected the Shipyard location for their proposed new stadium. In connection with the Phase 2 ENA amendment authorized by Agency Resolution No. 86-2008 and executed in connection with the satisfaction of the Partner Requirement, the parties extended the date for completion of the Term Sheet to November 30, 2008.

9. Section 1.3 (a) (2) of the Phase 2 ENA provides that the Term Sheet shall address: the scope of development, the material business terms for the Transaction Parcels, a financially feasible pro forma, an infrastructure plan, a housing plan, a design review and development procedure, a community benefits program, a sustainability plan, a stadium development plan and feasibility report, guaranties or other financial assurances, a plan for the development of the Shipyard in relation to the hazardous materials remediation and conveyance program, a plan for the permanent artist community facilities, and a plan for the permanent African marketplace. The Schedule of Performance for the Phase 2 ENA, as amended by Agency Resolution No. 86-2008, also requires the completion of final transaction documents fourteen months following the Board of Supervisors' endorsement of the Term Sheet.
10. The Developer and City and Agency staff continue to negotiate in good faith for the planning, conveyance and redevelopment of the Integrated Project Site, and the Developer has prepared the Finance Plan, a copy of which is attached hereto as Exhibit A. The Finance Plan is the first major element of the Term Sheet; it was endorsed by the Bayview Hunters Point Project Area Committee ("PAC") and the Hunters Point Shipyard Citizens Advisory Committee ("CAC") at a joint meeting on October 20, 2008.
11. The Developer and City and Agency staff continue to work on, and seek community and public input on, the remaining elements of the Term Sheet that are described in the Phase 2 ENA and Section 9 above. The parties anticipate that all of these elements, as well as the Finance Plan, will continue to be developed and refined over the next several months through the community review and environmental review processes, and will be brought to the CAC, PAC, and Agency Commission, for discussion as we proceed to final transaction documents. In the beginning of 2009, Agency staff expects to present an amended Schedule of Performance under the Phase 2 ENA to the Agency Commission for approval. That amended Schedule would specify the process for public review of the remaining elements of the Term Sheet.
12. To maintain existing deadlines for the completion of final transaction documents, the Board of Supervisors' endorsement of the Finance Plan will trigger the beginning of the fourteen (14) month period during which the Developer must complete Transaction Documents, as described in the Phase 2 ENA and its Schedule of Performance.
13. The Finance Plan is not a binding agreement that commits the Agency or the City to proceed with the approval or implementation of the Project, but it outlines the financial terms on which the Agency, the City, and the Developer will negotiate in good faith to reach agreement on the final transaction documents for the Project. Consistent with the Conceptual Framework and Proposition G, the Finance Plan demonstrates that the Project can be self-sufficient – meaning that the Project can be financed with Developer equity and certain forms of tax-exempt financing from the Project itself (such as Mello Roos and property tax

increment financing), and that the City's General Fund will not pay for the infrastructure and capital needs of the Project. As set forth in the Finance Plan, the total Project cost is expected to exceed \$2 billion.

14. The Finance Plan includes a summary of the sources and uses of funds, a cash flow proforma analysis, a description of the proposed transaction structure, a description of the Project, the key financial terms for a new 49ers stadium, and a letter from CBRE Consulting, Inc. and C.H. Elliott & Associates validating certain financial assumptions.
15. The Project, as ultimately proposed by the Agency, the City, and the Developer, shall be subject to a process of thorough public review and input and all necessary and appropriate approvals; that process must include environmental review under the California Environmental Quality Act ("CEQA") before the Agency or the City may consider approving the Project; the Project will require discretionary approvals by a number of government bodies after public hearings and environmental review, including by the Agency Commission and the City's Board of Supervisors; the Project also may require approval by various State agencies, such as the State Park and Recreation Commission, Bay Conservation and Development Commission, and State Lands Commission; and, in addition, the Project may require amendments to the Shipyard and BVHP Redevelopment Plans, in accordance with the procedural and substantive requirements of the California Community Redevelopment Law.
16. Nothing in this Resolution commits, or shall be deemed to commit, the Agency, the City, or any other public agency to approve or implement any project, and they may not do so until environmental review of the project as required under CEQA has been completed; accordingly, the references to "the Project" (or the like) in this Resolution mean a proposed project subject to future environmental review and consideration by the Agency, the City, and other public agencies; further, the Agency, the City, and any other public agency with jurisdiction over any part of the Project each shall have the absolute discretion before approving the Project to: (i) make such modifications to the Project as may be necessary to mitigate significant environmental impacts; (ii) select other feasible alternatives to avoid or substantially reduce significant environmental impacts; (iii) require the implementation of specific measures to mitigate any specific impacts of the Project; (iv) balance the benefits of the Project against any significant environmental impacts before taking final action if such significant impacts cannot otherwise be avoided; or (v) determine whether or not to proceed with the Project.
17. Agency endorsement of the Finance Plan is statutorily exempt under CEQA because it is a non-binding feasibility and planning study, as defined in CEQA Guidelines Section 15262, and will not independently result in significant physical effects on the environment.

RESOLUTION

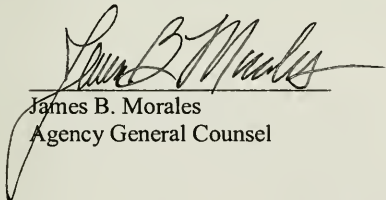
ACCORDINGLY, IT IS RESOLVED that the Redevelopment Agency of the City and County of San Francisco endorses the Finance Plan attached as Exhibit A, and authorizes Agency staff to continue to negotiate under the Phase 2 ENA consistent with the Conceptual Framework, Proposition G and the Finance Plan, and to work with City staff and the Developer to complete the remaining elements of the Term Sheet; and be it

FURTHER RESOLVED, that the Agency reserves all rights under the Phase 2 ENA, including but not limited to the milestone dates set forth in the Schedule of Performance, and nothing in this Resolution shall be deemed a waiver of any such rights, including but not limited to the right to exercise remedies for failure to complete and obtain Agency endorsement of all of the elements of the Term Sheet; and be it

FURTHER RESOLVED, that this Resolution endorsing the Finance Plan is conditioned on the parties' agreement that the fourteen (14) month period for completion of the transaction documents under the Phase 2 ENA shall commence upon the Board of Supervisors' endorsement of the Finance Plan; and be it

FURTHER RESOLVED, that this Commission authorizes the Executive Director and Agency staff to take such additional actions, as may be necessary or appropriate to implement this Resolution.

APPROVED AS TO FORM:



James B. Morales
Agency General Counsel

CANDLESTICK POINT AND HUNTERS POINT SHIPYARD PHASE 2 REVITALIZATION PROJECT

DRAFT PLAN FOR FINANCING AND TRANSACTION STRUCTURE (FINANCING PLAN)

October 2008

In furtherance of Proposition G – the Bayview Jobs, Parks and Housing Initiative – approved by San Francisco's voters in June 2008, and consistent with the Conceptual Framework described below and the Second Amended and Restated Exclusive Negotiations Agreement dated as of May 1, 2007 (as amended, the "ENA"), between the Redevelopment Agency of the City and County of San Francisco (the "Redevelopment Agency") and HPS Development Co., L.P. and CP Development Co., L.P., as successors to Lennar – BVHP, LLC and Lennar Communities, Inc. (collectively, the "Developer"), this Financing Plan is intended to establish key financial principles for negotiating a comprehensive and binding set of agreements to revitalize Candlestick Point and Hunters Point Shipyard Phase 2 through a mixed-use development project (the "Project").

This Financing Plan, which satisfies the requirements of Section 1.3(a)(2)(iii) of the ENA, outlines financial terms upon which the Redevelopment Agency, the City and the Developer will negotiate in good faith to reach agreement on final transaction documents for the Project. But this Financing Plan is not itself a binding agreement that commits the Redevelopment Agency or the City to proceed with the approval or implementation of the Project or the Developer to develop the Project. The parties understand that all entitlements and other approvals by government agencies required for the Project as generally described in Part VII below will first undergo environmental review under the California Environmental Quality Act ("CEQA") and be subject to public review in accordance with the processes of the Redevelopment Agency and City.

I. BACKGROUND AND UNDERLYING PRINCIPLES

In the Spring of 2007, the Mayor, the Board of Supervisors (the "Board"), the San Francisco Redevelopment Agency Commission, the Hunters Point Shipyard Citizen's Advisory Committee ("CAC") and the Bayview Hunters Point Project Area Committee ("PAC") all approved a Conceptual Framework for the combined development of Phase 2 of the Hunters Point Shipyard (Phase 1 is already approved and under construction) and Candlestick Point (the "Conceptual Framework"). The Conceptual Framework had four main elements:

- (1) it set forth goals and principles to guide the Project;
- (2) it presented a proposed preliminary plan for integrated development, serving as the basis for a Board finding that the plan is likely to be fiscally feasible and is likely to deliver the intended public benefits, such that the City was able to begin environmental review of the Project under CEQA consistent with Administrative Code Chapter 29;
- (3) it outlined the parameters for the City and the Redevelopment Agency, in cooperation with the Developer and in consultation with other government agencies with jurisdiction over the Project, to begin an extensive community and public review process of the preliminary proposal, including consideration by the CAC and PAC, as that proposal may be modified and updated during the public review and planning process; and

(4) it anticipated expanding the exclusive negotiations agreement between the Redevelopment Agency and the Developer for Phase 2 of the Shipyard to cover the planning and development of the Project as a whole, including Candlestick Point, subject to certain conditions. The Conceptual Framework also expressly contemplated a measure that would be submitted to the voters as part of the public review of the Project.

On June 3, 2008, the City's voters overwhelmingly approved Proposition G. Proposition G made it City policy to proceed, subject to public input and the environmental review process, with revitalizing Candlestick Point and the Hunters Point Shipyard through an integrated mixed-use development project that includes:

- over 300 acres of public park and open space improvements;
- between approximately 8,500 and 10,000 housing units, including rental and for-sale and affordable and market-rate residences;
- 600,000 square feet of regional retail on Candlestick and 100,000 square feet of neighborhood-serving retail on the Shipyard;
- 2,000,000 square feet of green office, science and technology, research and development and industrial uses on the Shipyard and 150,000 square feet of such uses on Candlestick;
- an arena site;
- a site on the Shipyard for a new stadium, if the 49ers and the City timely determine it is feasible to build it; and
- if a new stadium is not built, additional green office, science and technology, research and development and industrial space, or additional housing.

The City policy, established by Proposition G, further states that the Project shall be designed to be consistent with these objectives:

- producing tangible community benefits for the Bayview and the City;
- reunifying the site with the Bayview and protecting the Bayview's character for existing residents;
- producing new market and affordable housing and encouraging rebuilding the Alice Griffith Housing Development;
- incorporating environmental sustainability;
- encouraging the timely development of the Project site;
- encouraging the 49ers to remain in San Francisco by providing a new stadium site and supporting infrastructure; and
- requiring the Project to be fiscally prudent, with or without a new stadium.

Proposition G also authorizes the City to sell, convey or lease any park land in Candlestick Point under the Recreation and Park Department's jurisdiction and allow development of non-recreational uses on such land, so long as such land is replaced with at least an equal amount of new public parks or open space in the Project site and the Board of Supervisors finds that the transfer is consistent with the measure's objectives. Proposition G also repealed the two earlier stadium initiative measures, Propositions D and F, adopted by the voters in June 1997.

Both Proposition G and the Conceptual Framework provide specific guidance on an appropriate financing plan for the Project, including the following:

- Project financing should rely on private capital and land secured tax exempt financing (such as tax increment and Mello-Roos bonds, as described in more detail below) that leverages private investment. Project financing should not rely on the City's General Fund and should be structured to minimize adverse impacts to the General Fund.
- The Project must be financially feasible and provide a risk adjusted market rate of return to the Developer to support the required investment of private capital in the Project and the transaction structure should simultaneously prioritize the delivery of the Project's core public benefits (like parks, jobs and affordable housing).
- The transaction structure for the Project should provide a mechanism for the Redevelopment Agency – and through the Redevelopment Agency to the community – to participate in surplus profits, if any, from the development of the Project.
- The Redevelopment Agency may use its citywide Affordable Housing Fund to help finance affordable housing in the Project site.
- Except as immediately provided above, prohibit the use of property tax increment from any part of a redevelopment area outside of the Project site to finance the construction of improvements within the Project site.
- To the extent feasible, use state and federal funds to pay for environmental remediation of the Project site and help pay for transportation and other infrastructure improvements, and provide ways for other development projects outside the Project site to pay their fair share of infrastructure improvements.

The ENA required Lennar BVHP and Lennar Communities to bring on additional partners with expertise in retail, infrastructure and/or research and development, as well as additional equity partners with the financial capacity to ensure that the development of the Project can expeditiously proceed through all of the predevelopment and development phases (as defined in the ENA, the "Partner Requirement"). In satisfaction of the Partner Requirement, the Developer entered into a joint venture with Scala Real Estate Partners, LP, Hillwood Development Company, LLC and Estein & Associates USA Ltd. as key equity partners, and entered into strategic agreements with Kimco Developers, Inc. and MACTEC Development Corporation as important strategic partners in the areas of retail and infrastructure, respectively. The Redevelopment Agency Commission approved the addition of these partners as satisfying the Partner Requirement on August 19, 2008.

Consistent with the guiding principles of Proposition G and the Conceptual Framework as set forth above, a critical premise of the Project is that it should be financially self-sufficient. In this context, financial "self-sufficiency" means that although the Developer

may use certain forms of tax exempt financing based on revenues from the Project itself, such as property tax increment and Mello Roos community facility district bonds, to help build public infrastructure for the Project, and the City's General Fund will not otherwise pay for infrastructure needs or other capital improvements associated with the Project.

The currently proposed land use plan refines and advances the vision set forth in the Conceptual Framework and Proposition G. This Financing Plan reflects the proposed land use plan and development program, as shown and generally outlined in Attachment 1, as well as current cost and revenue projections related to the key elements of the land use plan, such as transportation and other public infrastructure, parks and open space, community facilities, and housing. Consistent with Section 1.4 of the ENA and Section 9 of Proposition G, over what is anticipated to be the next 12-month period, those elements of the plan will be updated in response to public input, as well as changing market conditions, and this Financing Plan will evolve correspondingly.

II. PURPOSE AND CONTEXT OF THE LAND SECURED FINANCING PLAN

A. Purpose. At this stage of the planning for the Project, this Financing Plan serves four primary purposes:

1. To describe how the various public amenities and infrastructure necessary to service the Project are anticipated to be paid for;
2. To evaluate the overall financial feasibility of the Project;
3. To describe the basic transaction structure among the Redevelopment Agency, the City and the Developer; and
4. To describe the more specific financial principles and transaction structure that would govern any stadium development by the San Francisco 49ers (the "49ers") as part of the Project.

As mentioned above, this Financing Plan is but one element of a larger, on-going planning process for the Project that is expected to continue for the next 12 months, culminating in a comprehensive Disposition and Development Agreement ("DDA") between the Redevelopment Agency and the Developer. But, this Financing Plan marks an important milestone for the Project because it demonstrates the likely financial feasibility of the Project consistent with the policies and guiding principles set forth in Proposition G and the Conceptual Framework. In addition, the assumptions that form the basis for this Financing Plan represent the planning work to date for the Project, which includes extensive input from the CAC, the PAC, the San Francisco Redevelopment Agency Commission, the San Francisco Recreation and Parks Commission, the San Francisco Planning Commission, the Land Use Committee of the Board, City and Redevelopment Agency staff, other local, state and federal government agencies with jurisdiction over the Project and interested members of the public.

B. Context. The restrictions of Proposition 13 (June 1978) and its progeny, together with diminishing financial assistance for infrastructure from the federal and state governments, have significantly limited the ability of cities to pay for the creation of new public benefits, like parks and affordable housing. In this challenging fiscal environment, a primary goal of the Project is to maximize public benefits without burdening the City's General Fund. The way to achieve that goal is by leveraging private capital and land value created from the Project itself to the extent possible, while still reflecting the highest values of environmental sustainability and good urban design.

The Project is anticipated to produce these core public benefits:

- (i) create more than 2,500 new construction jobs and over 7,500 new permanent jobs;
- (ii) transform a long-standing environmental blight on the City and the surrounding Bayview Hunters Point community;
- (iii) directly contribute more than \$500 million towards the creation of 3,345 affordable units (31.86% of all new housing based on 10,500 new housing units); and
- (iv) create the largest public parks improvement project in San Francisco since the construction of Golden Gate Park – including the rehabilitation of the Candlestick Point State Recreation Area – in the part of the City most lacking in good recreation and open space areas.

III. SOURCES AND USES OF FUNDS

This Financing Plan outlines certain anticipated terms of the DDA, including an obligation for the Developer to complete the “horizontal” development of the Project, on a phased basis. Such horizontal development model requires that the Developer, in conjunction with that applicable phase of development:

- (i) plan the Project and obtain all required entitlements;
- (ii) demolish and grade the site;
- (iii) build the backbone wet and dry utilities;
- (iv) build the public transportation improvements;
- (v) complete public open space improvements;
- (vi) provide community and public facilities;
- (vii) convey sites for affordable housing projects in developable condition and furnish gap subsidies for vertical construction; and
- (viii) satisfy other requirements, all as necessary to convert the raw land at the Shipyard and Candlestick Point into developable pads ready for “vertical” development.

Thus, for purposes of the cost and revenue estimates contained in this Financing Plan, Project costs relate to the development and construction of these horizontal land improvements, not the cost of developing and constructing actual “vertical” buildings. Similarly, Project revenues relate only to the revenues generated by the sale of “horizontal” parcels, i.e., improved, entitled development sites in the Project, not the proceeds of selling buildings or finished housing units.

All of the monetary estimates in this section on Sources and Uses of Funds are in nominal dollars as of today. The next section of this Financing Plan, Part IV, summarizes a more

complex cash flow analysis that makes adjustments based on the timing of the receipt and the expenditure of funds to examine any significant effect on the feasibility of the Project.

A. Sources. As shown on Attachment 2, to implement the Project, the sources of funding for development will come in the following primary private and public forms:

- ***Private Capital:*** The Developer will provide private capital, which is anticipated to consist of equity and/or private debt. This at-risk capital includes monies spent before the Project receives any entitlements, as well as funds necessary to fund improvements during Project construction. Like all forms of private financial investment, these sources of capital require a risk adjusted market rate of return for the relevant parties to invest the up-front funds. Based on current financial projections, it is estimated that the private capital contribution to the Project will be approximately \$618 million.
- ***Land-Secured Tax-Exempt Financing:*** This form of financing uses tax-exempt financing tools generated by the Developer's investment of private capital in the Project to capture revenues that would not otherwise exist but for the Project. To qualify for tax-exempt status, the proceeds of these types of financing are generally limited to the construction of public improvements, like streets and other public infrastructure, public parks and open spaces, and affordable housing. Land-secured tax exempt financing typically takes the form of Mello Roos Bonds under a Community Facilities District or property tax increment financing traditionally associated with a redevelopment project area. As shown on Attachment 2, the total proceeds estimated from land-secured financing for construction of public infrastructure and affordable housing is about \$1.4 billion.
 - **Property Tax Increment Financing:** In redevelopment project areas such as the ones proposed to be amended for the Hunters Point Shipyard and Candlestick Point, a portion of the net new property tax revenues generated by new development or the tax appreciation of existing property can be dedicated to pay for public infrastructure. Property tax increment bonds can be issued by the Redevelopment Agency to generate funds for the construction of public improvements and affordable housing. The debt service on such bonds is retired by applying available property tax increment generated by the Project. Property tax increment financing is typical of urban revitalization projects in California as a means for redevelopment activity to self-finance necessary improvements through the temporary capture of property tax revenues that would not exist but for the revitalization activity itself. The property tax increment financing in turn supports the revitalization efforts. The proceeds of property tax increment financing will be used only to build public improvements, such as affordable housing and public infrastructure (e.g., parks, roads, transportation infrastructure, utilities and geotechnical improvements). Overall, it is estimated that approximately \$823 million will be available from property tax increment financing.
 - **Mello Roos Community Facility District Bonds:** This financing mechanism allows the Developer to impose a special tax on top of its annual property tax bill for designated parcels so long as the owners of affected parcels approve the imposition of the tax by a 2/3 vote and the

proceeds from this additional special tax are used to cover the costs of eligible public facilities or services, such as utilities, roads, geotechnical improvements and parks and open space. Mello Roos bonds are often used in large-scale development projects in California, and more recently in urbanized areas. Mello Roos bonds are not an investment of City General Fund dollars into the Project; they are a self-appointed tax on the development that will ultimately be paid by most residential unit owners and commercial tenants. Because it usually takes time to generate property tax increment as the build out of the Project proceeds, Mello Roos Bonds are often used as a way to help fund up-front investment in public infrastructure, as a bridge before enough property tax increment is available to pay those costs. (The special tax will not be levied on Redevelopment Agency sponsored affordable housing units.) Based on the overall value of the proposed development (excluding Redevelopment Agency sponsored affordable housing units), the Mello Roos Bond proceeds to refund infrastructure are expected to total approximately \$597 million.

- Operations & Maintenance District ("O&M District"): The Project includes a dedicated funding source for the ongoing operations and maintenance of the public parks and public open space in the Project site. Like the Mello Roos district for infrastructure development, the parks and open space operations and maintenance funding is generated from a special tax that is levied on top of the annual property tax that is paid by landowners in the district. (The special tax will not be levied on Redevelopment Agency sponsored affordable housing units.) At full build out of the Project, proceeds from the O&M District (excluding Redevelopment Agency sponsored affordable housing units) are estimated to be \$7.5 million on an annual basis. These funds would not be available for the construction of the initial capital improvements, and therefore are not included in the cash flow analysis described below.

B. Uses (Project Costs). As shown on Attachment 2, the estimated horizontal development costs associated with implementing the development plan for the Project totals approximately \$2 billion. The following is a summary of the main cost components:

- ***Public Infrastructure Costs***: Infrastructure systems, including open space and transportation infrastructure improvements, have been planned at a conceptual level. The costs associated with making these improvements are expected to total approximately \$1.4 billion. These include:
 - New major public infrastructure systems, including: a low-pressure potable water system; a reclaimed water system; an auxiliary fire water supply system; separate sanitary sewer and storm drainage facilities; joint trenches throughout the area to accommodate electrical, communication, and gas utilities; and new roadway systems;
 - Demolition and earthwork grading that is required to prepare the land for horizontal and vertical development;
 - On and off-site transportation improvements, including significant capital improvements to public transit corridors and surface roadways that would

serve the Project and the surrounding Bayview- Hunters Point neighborhood; and

- Creation of over 300 acres of public access, parks, open space and shoreline improvements and other waterfront improvements to enhance public use, enjoyment and views of the Bay.

➤ **Affordable Housing:** At full build out of the Project, approximately 31.86% of all homes developed – or 3,345 housing units based on 10,500 total housing units – will be developed as affordable homes targeting a range of affordability levels. As further described below, these affordable units are comprised of three types: (1) affordable units built largely by the Redevelopment Agency; (2) “Inclusionary” and “Workforce Housing” units built by vertical developers; and (3) the reconstruction of the public housing at Alice Griffith Housing Development. The estimated cost of the Project’s affordable housing program is approximately \$586 million, as follows:

- **Gap Funding for Redevelopment Agency Units.** As the private development proceeds, the Developer will deliver to the Redevelopment Agency finished pads, ready for development. The Redevelopment Agency will sponsor the development of approximately 1,375 to 1,650 affordable housing units targeting households at a maximum of 50% Area Median Income (“AMI”).¹ Funding for these units will come from various sources, including property tax increment from the Project, affordable housing tax credits, and housing impact fees generated by vertical development in the Project site. Because these sources alone are not likely to ensure the construction of all of these units, the Developer will provide additional gap funding to the Redevelopment Agency to subsidize the construction of these units.
- **Inclusionary/Workforce Housing Units.** Inclusionary and Workforce Housing units will target households between 80% and 160% of AMI. Over the build out of the Project, between 1,440 and 1,700 units of Inclusionary and Workforce Housing will be developed. The Developer will also provide additional gap funding to subsidize the construction of the Workforce Housing units.
- **Alice Griffith Housing Development.** The Project also includes the reconstruction of the Housing Authority’s Alice Griffith Housing Development on Candlestick Point, replacing the 256 existing public housing units on a one-for-one basis. The reconstruction of the Alice Griffith Development shall proceed in the first phase of development, under the principles of the City’s HOPE SF program, the Conceptual Framework and Proposition G.
- **Land Improvements.** None of the affordable housing units can be developed until the Developer completes the horizontal land development and infrastructure improvements necessary to convert the current raw and

¹ Income levels correspond to those set forth by the San Francisco Mayor’s Office of Housing and the U.S. Department of Housing and Urban Development (“HUD”) for Unadjusted Area Median Income for the HUD Metro Fair Market Rent that contains San Francisco.

undevelopable land at the Shipyard and Candlestick Point into finished lots. The cost to prepare pads for affordable housing is estimated at \$288 million.

➤ **Other Costs:** There are several other significant costs associated with the horizontal development of the Project. These include:

- ***Additional Community Benefits.*** In addition to the core community benefits of creating jobs, public parks and affordable housing, the Project will deliver a number of other community benefits. These additional benefits consist of various programs funded through residential and commercial development that will benefit Bayview Hunters Point residents, including: (i) workforce development and training programs (by establishing a Workforce Development Fund); (ii) home buying assistance in District 10 (by establishing a Community First Housing Fund); (iii) a scholarship program for Bayview residents; (iv) a contribution of funds to address the physical and mental health of Bayview youth; and (v) other community programs. A more detailed description of these programs is provided in Attachment 4. In total, these costs are estimated at approximately \$82 million.
- ***Community and Public Facilities.*** These costs include new and improved community and public facilities, including facilities for a permanent artists' community and African marketplace, as well as land dedicated to community-serving uses, such as public parking facilities, and other facilities to be determined. The total estimated cost for these community and public facilities is approximately \$58 million and is included in Attachment 2 as part of the infrastructure costs.
- ***Property Taxes and Special Assessments.*** Because of the lengthy construction schedule, the Developer will own property, and pay carrying costs such as real estate taxes and assessments and interest paid on the Mello Roos debt, before transferring parcels to vertical developers. The total estimated cost of property taxes and assessments to be paid by the Developer is \$54 million.
- ***Governmental Fees.*** The Developer will pay the Redevelopment Agency an annual fee covering ongoing Project administration costs and other government fees associated with the Project of approximately \$14 million over the 15-year build out of the Project.
- ***Planning & Entitlement.*** The pre-development planning and entitlement work by the Developer necessary to secure Project approvals from the City and other regulatory agencies is estimated at \$33.6 million (including the Developer's payment of costs of the Redevelopment Agency and the City) from initiation of negotiations to the close of escrow.
- ***Marketing, Project Management and Property Management and Closing Costs.*** There are additional costs associated with developing and managing the Project that the Developer will incur once a DDA is executed. Those costs include the marketing and project management costs associated with the proposed development, closing costs associated with the sale of horizontal parcels in the Project, on-going property management of the existing site and the management of construction activities associated with the new development, and general and administrative costs associated with development of the Project. In total, these costs are estimated at approximately \$113 million.

C. Project Revenues. Project Revenues are revenues generated through the sale or lease of finished horizontal or bulk lots in the Project for “vertical development”. Subject to participation by the Redevelopment Agency in vertical development as outlined in Section V.A below, these Project Revenues are the source of funds to repay the Developer’s investment of private capital. Over the life of the Project, total Project Revenues are estimated at approximately \$1.3 billion, as shown on Attachment 3. The primary sources of Project Revenue are:

- ***Sale of Land for New Residential Development.*** The main source of Project Revenue is the sale of fully entitled, improved land for new residential development. The sale of fully entitled developable residential pads is expected to generate approximately \$758 million over the life of the Project. These residential land sales do not include the provision of the Redevelopment Agency affordable housing sites or the replacement of the units at Alice Griffith Housing Development.
- ***Sale of Land for New Commercial/Retail Development.*** An additional source of revenue is the sale of fully entitled, improved land for new the commercial/retail development. The sale of commercial/retail land is expected to generate approximately \$291 million over the life of the Project.

IV. PROJECT FEASIBILITY: FINANCIAL CASH FLOW ANALYSIS

The discussion of sources, uses and Project Revenues in Section III above provides a static summary of total financing, total costs and total revenues for the full development of the Project. In actuality, these costs and revenues will be incurred over time from the inception of development planning through the buildout of the Project, and these timing issues have an enormous impact on the overall financial feasibility of the Project. Indeed, full build out of the Project is anticipated to take 15 years, depending on market conditions. As is often the case with large, complex, urban infill revitalization efforts, a large proportion of overall costs must be incurred in the initial years, and revenues follow much later. At Hunters Point Shipyard and Candlestick Point, this is particularly true as a result of the significant infrastructure and transportation improvements that must be made in the early phases to support development of the land.

A cash flow proforma analysis (“Proforma”) has been developed based on the current land use plan, and is included as Attachment 3, to estimate the annual timing of the expected revenues and costs associated with the Project. At this stage of Project planning, the Proforma projects an internal rate of return (IRR) for the Project between 15% and 16%. The Developer, the City, and Redevelopment Agency staff agree that, the current IRR supports continued negotiations and private investment to secure entitlements for the Project. However, to achieve a market rate of return that reflects the complexity of the Project, the parties will work cooperatively to reduce risks and uncertainties as the Project progresses to the final agreements and entitlements and to find additional efficiencies or values in the Project.

V. TRANSACTION STRUCTURE

As noted above, the analysis included in this Financing Plan reflects a horizontal land development model. Under this model, land is the asset that is being improved and sold, not finished buildings or housing units. The transaction structure is designed to transform the Project site into finished parcels that are improved with streets, sidewalks, parks, and other public infrastructure and certain community facilities. In this structure, the

Developer's obligations include the development of the horizontal improvements, as outlined above, together with the provision of various community amenities and other public benefits. In return, the Developer receives the right to sell land. While the transaction structure defines certain rights to vertical development as well, the financial analysis is based on the residual land value, that is, the value of the Developer's rights to sell land once the land has been entitled and developed into bulk lots ready for the construction of vertical buildings.

The transaction structure outlined below allows for distributing net Project Revenues according to market-based principles regarding risk, financing requirements, and the Developer's and the Redevelopment Agency's respective financial contributions to the Project. The transaction structure is designed to allow the Developer to receive a risk adjusted market rate of return on its investment, with the Redevelopment Agency sharing in any excess profits based on its contribution of land and provision of property tax increment. Under this financial sharing model, if the threshold returns are not met, the Project may proceed more slowly. But neither the Redevelopment Agency nor the City would bear any financial costs if the threshold returns are not achieved.

A. Distribution of Net Project Revenues. The proposed transaction structure would distribute the Net Project Revenues (defined as Project Revenues less Project Expenses, including the allocation to the Legacy Fund described in paragraph C below) as follows:

- First, to the Developer, until the Project achieves a 22.5% unleveraged annual internal rate of return. This target return may also include a commercially reasonable "cash on cash" return as may be agreed upon between the Redevelopment Agency and the Developer as part of the DDA.
- Second, any remainder to be split 50:50 between the Redevelopment Agency and the Developer. The Redevelopment Agency's share of Net Project Revenues, if any, will be paid directly into the Legacy Fund established under the Phase I Shipyard DDA, which shall be used for the benefit of the Bayview Hunters Point community.

B. Rights to Vertical Development. While the overall transaction is a horizontal land development model, this Financing Plan anticipates that the Developer will have the right to construct and participate financially in some of the vertical development of residential and commercial uses. The scope and extent of such rights shall be set forth in the final DDA for the Project.

In conjunction with the Developer's completion of the horizontal development requirements for each phase of development, the improved land parcels will be subdivided into marketable parcels and, subject to the requirements of the DDA, the parcels will be:

- sold or leased at fair market value to qualified vertical developers (including the Developer and its affiliates) for the vertical development of the residential and commercial uses as defined in the final DDA; or
- transferred or retained by the Redevelopment Agency for affordable housing development; or
- dedicated to the City for open space, community facilities or other public uses.

To the extent the Developer and affiliated companies participate in the vertical development, they will pay full fair market value for the land, just as any third party developer would, under an appraisal process to be set forth in the DDA. The Developer affiliates also must have similar creditworthiness and development experience as will be required of third party developers under the DDA. To uphold the overall quality of the development, the Redevelopment Agency will require as part of the DDA that all vertical developers be qualified to perform the proposed vertical development so as to not undermine the overall quality of the community. In addition, all vertical development will be subject to the terms and conditions of the design controls outlined in "Design for Development" and any design review and development application procedure documents that will be approved as part of the DDA with the Developer.

C. Legacy Fund and Other Potential Participation. All market rate vertical development will be subject to separate DDA's – a "vertical DDA" – which will allow for profit participation by the Redevelopment Agency at a rate of 0.5% fee calculated on the gross sales price of the residential units (excluding Affordable Housing units). The Redevelopment Agency's vertical development revenue participation will be paid directly into the Legacy Fund established under the Phase 1 Shipyard DDA, which shall be used for the benefit of the Bayview Hunters Point community. In addition, the Redevelopment Agency and the City will consider other vertical development participation mechanisms as part of the DDA negotiations to the extent financially feasible.

D. Independent Validation of Transaction Structure. The Redevelopment Agency's independent real estate economic consultants, CBRE Consulting, Inc. and C.H. Elliott & Associates, have determined based on their experience with a multitude of complex public-private joint development projects that the transaction structure defined above, including the return threshold for the Developer, is commercially reasonable taking into account the complexity and risk inherent in the revitalization of Hunters Point Shipyard and Candlestick Point. These findings are outlined in the memorandum included as Attachment 6 to this Financing Plan.

VI. KEY FINANCIAL TERMS FOR THE NEW 49ERS STADIUM OPTION

Under Proposition G, the voters expressly adopted a City policy encouraging the 49ers to remain in San Francisco by providing a world-class site for a new stadium on the Shipyard Property, together with supporting infrastructure. That measure recognizes that the 49ers are an important source of civic pride for the City and have contributed to the Bayview, and that the team is closely identified with San Francisco, having played in San Francisco since the 1940s and in Candlestick Point since the 1970s. The Conceptual Framework similarly directs the City and the Agency to provide a world-class stadium development site for the 49ers, subject to certain basic terms and conditions.

Proposition G and the Conceptual Framework included a number of principles regarding the financing and development of a new 49ers stadium, including:

- (i) The 1997 stadium related initiative measures were repealed and the issuance by the City of lease revenue bonds or other debt that will be secured by or repaid from revenues on deposit in the City's General Fund to finance development of the new stadium is now prohibited;
- (ii) A portion of the cost of constructing the stadium could be paid from the proceeds of development of the Project, so long as the other public policy objectives of the Project are realized;

- (iii) Property tax increment generated within the Project may be used for the stadium only for public infrastructure, including, but not limited to, public plazas or other public improvements, that may be connected to the outside of the stadium structure;
- (iv) Neither the City nor the Redevelopment Agency will incur any liabilities regarding development or maintenance of the new stadium, including any construction cost overruns or marketing of stadium interests;
- (v) To allow the stadium construction to be financed without the 1997 Proposition D-authorized revenue bonds or other General Fund indebtedness, the 49ers may directly, or through contracts with others, capture commercial revenues associated with the new stadium, such as naming rights;
- (vi) To the extent necessary to make the Project financially feasible and achieve the required public benefits, the City or the Redevelopment Agency, as applicable, may enter into a long-term ground lease or possibly conveyance of land at less than fair market or nominal value, so long as the goals and other guiding principles for the Project described in the Conceptual Framework are satisfied;
- (vii) If the site is leased, the ground lease for the new stadium will be net to the City or the Redevelopment Agency, as applicable, meaning that the 49ers will be responsible for performing maintenance, operation and repair of the stadium; and
- (viii) The Developer shall provide reasonable financial and contractual assurances assuring the City, the Redevelopment Agency and the 49ers that the transportation infrastructure needed for the stadium will be completed and in service before the new stadium opens.

In furtherance of Proposition G and in accordance with the principles set forth in the Conceptual Framework, and subject to the public approval process for the Project, the City is prepared to negotiate stadium related transaction agreements consistent with these basic financial terms:

1. Long-Term Ground Lease of the Stadium Site to the 49ers at Nominal Rent. The City, by itself or through the Redevelopment Agency, will enter into a long-term ground lease covering the approximately 17.4-acre site of the stadium pad in the Hunters Point Shipyard, as shown on the map attached as Attachment 5, for the development of the new 49ers stadium.
 - a) The ground lease rent payable by the 49ers will be \$1.
 - b) The initial term of the ground lease will be commensurate with a binding non-relocation agreement by the 49ers. The ground lease will include options to extend the term, at nominal rent.
 - c) Under the ground lease, the 49ers will be able to capture the commercial revenues generated by the stadium but will be responsible for all costs of

privately financing and developing the new stadium and for owning, operating, maintaining and repairing the new stadium throughout the duration of the ground lease, subject only to the financial terms below.

2. Cash Contribution by the Developer to the 49ers Toward Construction of the Stadium. The Developer will contribute to the 49ers \$100 million in cash toward construction of the new stadium. The contribution will be payable over the two years needed to construct the stadium, under a binding agreement between the developer and the 49ers. The Developer expects to enter into that agreement concurrently with receipt of the final approvals for the mixed-use Project (anticipated to be by November 2009) and execution of the DDA by the Developer.
3. Delivery at No Cost to the 49ers of a Buildable Stadium Pad Site. The City will cause the Developer to deliver the stadium pad site in condition suitable for development of a new NFL football stadium, and all of the related infrastructure, including parking areas, needed for the stadium, as described on Attachment 5.
 - a) The City recognizes that assurance of the timely completion of the infrastructure necessary for the stadium is critical. The City has successfully addressed this same issue in other large public-private development projects in San Francisco, such as Mission Bay, Phase 1 of the Hunters Point Shipyard, and Treasure Island. Consistent with these large-scale projects that require substantial up-front infrastructure improvements, the City will structure the transaction documents with the Developer to include legally binding requirements that include: (i) a guaranty in favor of the City and the Redevelopment Agency by a parent entity of the Developer with sufficient net worth to cover the guaranteed obligations; and (ii) performance bonds from appropriate sureties for infrastructure improvements. Those legally binding requirements may also include the following additional assurances: (iii) guaranteed fixed price contracts for the construction of identified infrastructure improvements; (iv) the right of the City or the Redevelopment Agency to build, or cause to be built, required infrastructure and to pay for the costs by capturing property tax increment from the share otherwise allocated to the Developer, if the Developer defaults on its obligation to start or complete the construction of the infrastructure in accordance with a schedule of performance; and (v) also in the event of any such default by the Developer, the additional rights of the Redevelopment Agency or the City to terminate the Developer's rights to develop the Project, refuse to convey additional property or take other appropriate remedies.
 - b) While the City would include these requirements for the completion of infrastructure in the transaction documents with the Developer, the City would also need assurances that the 49ers can build the stadium. Accordingly, before the City delivers, or causes the Redevelopment Agency to deliver, possession of the pad site under the ground lease, the 49ers must demonstrate that they have the financing in place to build the new stadium and are otherwise prepared to begin construction, taking into account the Developer contribution and other commitments described in this document.

4. **Additional Financial Terms.** In addition to the key financial terms for the new stadium option as set forth above, any final agreements with the 49ers and the NFL will need to address a wide range of other issues, including, among other things, the operation and control of the “dual use” parking areas around the stadium pad and the allocation of revenues from such parking areas, and the NFL’s commitment to hold Super Bowl games at the new stadium and any commitment by NFL to provide G-3 or equivalent loans to the 49ers. In addition, the City would be willing to consider viable options that allow the 49ers to capture additional stadium related revenues that would not otherwise exist, such as the provision of available property tax increment generated by the stadium itself for public plazas and other public improvements that may be connected to the outside of the stadium structure. Similarly, the City and Redevelopment Agency would consider other additional financial terms and funding sources if and when the 49ers timely commit to building a new stadium on the Hunters Point Shipyard site. But the City would consider such options, only so long as, consistent with Proposition G and the Conceptual Framework: (i) neither the City nor the Redevelopment Agency incurs any costs or liabilities in connection with any such options; (ii) no property tax increment from outside of the stadium pad site is used to finance development of the new stadium facility; and (iii) no revenue bonds or other debt secured by or repaid from the City’s General Fund are used to finance development of the new stadium.

VII. GENERAL CONDITIONS: CEQA AND PUBLIC APPROVAL PROCESS

Entitlements for the Project will require discretionary approvals by a number of government bodies after public hearings, including, but not limited to, approvals by the Redevelopment Agency Commission, the City’s Planning Commission and the Board of Supervisors and Mayor, and various State agencies. Nothing in this Financing Plan commits the Redevelopment Agency or the City to approve or implement the Project or actually grant entitlements, nor does this Financing Plan foreclose the possibility of considering alternatives, mitigation measures or deciding not to grant the entitlements or approve or implement the Project, after conducting appropriate environmental review under CEQA.

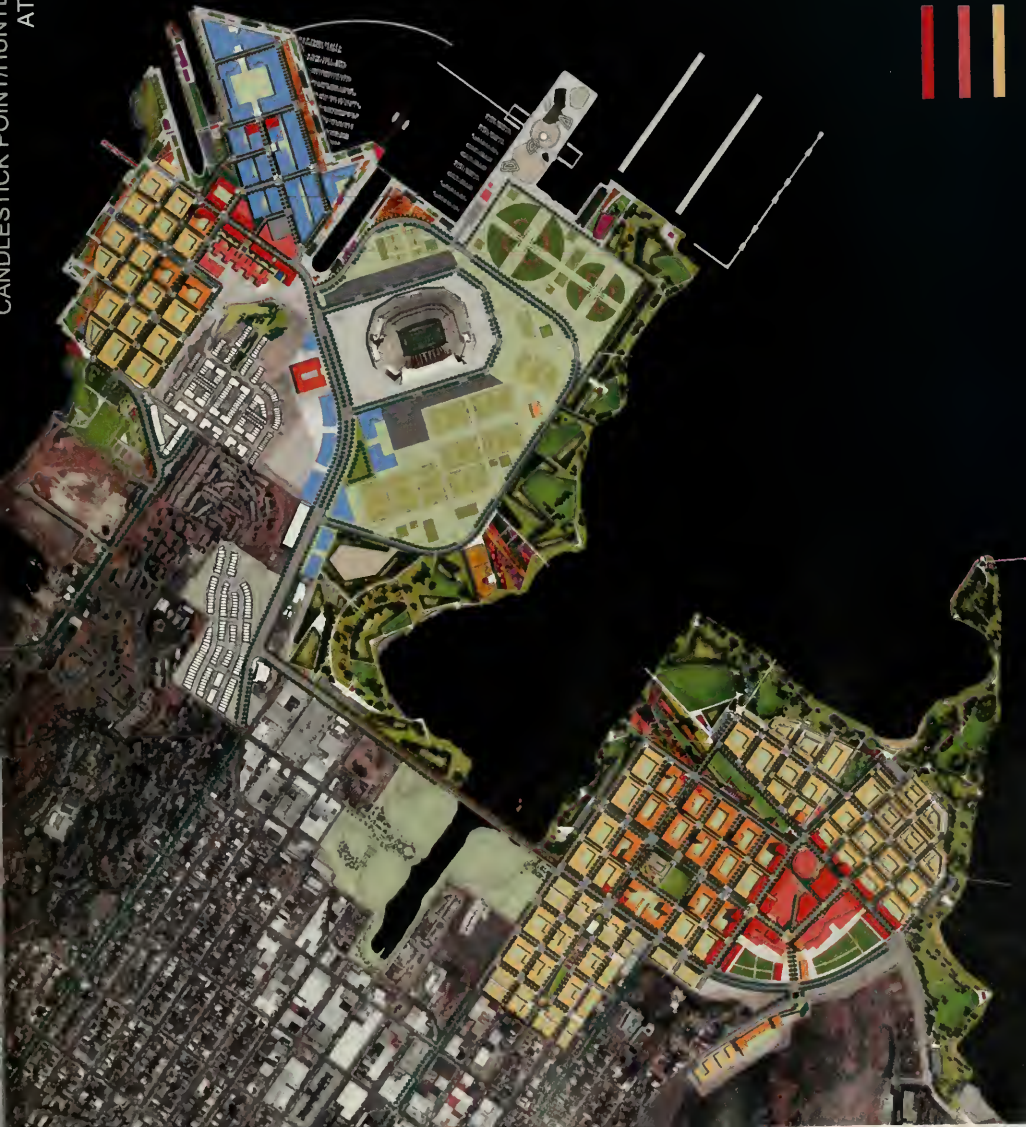
While this Financing Plan summarizes certain essential terms of the proposed DDA and related transaction documents, it does not necessarily set forth all of the material terms and conditions of those final agreements. This Financing Plan, once endorsed by the City’s Board of Supervisors and the Redevelopment Agency Commission, acknowledges the support of the Redevelopment Agency and the City of the terms set forth in this Financing Plan. But, this Financing Plan is not intended to be, and shall not become, contractually binding on the City, the Redevelopment Agency or the Developer, and no legal obligation shall exist unless and until the parties have negotiated, executed and delivered mutually acceptable final agreements, subject to all applicable approvals and entitlements for the Project.

LIST OF ATTACHMENTS

Attachment 1	Land Use Map and Development Program Summary
Attachment 2	Sources and Uses of Funds
Attachment 3	Cash Flow Analysis
Attachment 4	Community Benefit Programs

Attachment 5
Attachment 6

Stadium Site Plan
Letter from CBRE Consulting, Inc. and C.H. Elliott & Associates
Validating Certain Financial Assumptions



- MIXED USE
- RETAIL / COMMERCIAL
- LOW RISE RESIDENTIAL
- MID-HIGH RISE RESIDENTIAL
- RESEARCH & DEVELOPMENT



LENNAR
URBAN

**CANDLESTICK POINT AND HUNTERS POINT SHIPYARD PHASE 2
REVITALIZATION PROJECT
DRAFT PLAN FOR FINANCING AND TRANSACTION STRUCTURE
(FINANCING PLAN)**

ATTACHMENT 1

Candlestick Point / Hunters Point Shipyard Phase 2
Development Program

Land Use Type	Candlestick Point	Hunters Point	Total
Residential Units (sq. ft.)	7,850	2,650	10,500
Neighborhood Retail (sq. ft.)	125,000	125,000	250,000
Regional Retail (sq. ft.)	635,000	--	635,000
Artist's Studio (sq. ft.)	--	255,000	255,000
Office/R&D (sq. ft.)	150,000	2,500,000	2,650,000
Hotel (sq. ft.)	150,000	--	150,000
Arena (sq. ft.)	75,000	--	75,000
Open Space (acres)	96.5	242.9	339

ATTACHMENT 2**SOURCES and USES****Candlestick Point & Hunters Point Phase II - Consolidated****Sources**

Lennar Joint Venture - Developer Contribution	617,966,655
Land Secured Exempt Financing	
Mello Roos	597,298,050
Tax Increment Financing	822,828,539
Total Sources	<u>2,038,093,244</u>

Uses**Infrastructure Costs**

Offsite transportation & other related infrastructure	273,770,598
Onsite Improvements	313,308,351
Waterfront Improvements	22,704,982
Demolition and Earthwork	185,859,689
Community Facilities and other structure improvements	58,085,344
Open Space	142,845,111
Contingency	149,486,111
Engineering and Other Fees	171,401,338
Construction Management	49,828,704
Subtotal	<u>1,367,290,228</u>
Share of Horizontal Costs Supporting Affordable Housing	(287,603,281)
Subtotal Infrastructure	<u>1,079,686,947</u>

Affordable Housing

Gap Funding for Agency, Workforce, and Public Housing*	178,874,073
Share of Horizontal Costs Supporting Affordable Housing	287,603,281
Subtotal Affordable Housing	<u>466,477,354</u>

Other Costs

Property Taxes	21,854,546
Annual Special Taxes/Assessments	32,027,304
Closing Costs	10,484,346
Residential Marketing	43,898,991
Planning And Entitlements - Pre Acq./Land	33,619,280
Governmental Fees	14,000,000
Community Benefits	82,332,876
Site Assembly	27,225,000
Stadium Contribution	100,000,000
General & Administrative	17,737,009
Project Management Fee	41,018,707
Subtotal Other Costs	<u>424,198,059</u>

Inflation to Costs	67,730,885
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Total Uses	<u>2,038,093,244</u>
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*Excludes Inclusionary Housing Contributions of \$120 million

ATTACHMENT 3
ANNUAL CASHFLOW
Candlestick Point and Hunters Point Phase II

	Total	2008	2009	2010	2011	2012	2013	2014	2015	2016
Infrastructure Costs										
Offsite transportation & other related infrastructure	(273,770,598)	-	-	(3,849,491)	(5,604,881)	(109,268,335)	(67,676,525)	(30,042,774)	(19,468,364)	(31,778,412)
Onsite Improvements	(313,308,351)	-	-	(10,756,555)	(20,020,657)	(92,895,892)	(58,698,409)	(32,727,083)	(38,826,349)	(48,007,041)
Waterfront Improvements	(183,246)	-	-	(183,246)	(1,031,602)	(8,218,505)	(5,433,482)	(1,483,940)	(2,004,052)	(1,978,233)
Demolition and Earthwork	(183,859,689)	-	-	(20,780,538)	(28,393,033)	(41,148,808)	(33,388,985)	(7,875,389)	(7,875,389)	(13,005,020)
Community Facilities and other structure improvements	(58,085,344)	-	-	-	(353,887)	(21,918,004)	(952,775)	(5,163,786)	(5,163,786)	(25,045,928)
Open Space	(142,845,111)	-	-	(1,108,641)	(2,116,122)	(7,044,280)	(13,545,075)	(11,818,046)	(31,295,747)	(32,537,201)
Contingency	(149,486,111)	-	-	(5,487,271)	(8,778,024)	(42,043,786)	(26,970,289)	(17,195,387)	(14,941,584)	(22,102,325)
Engineering and Other Fees	(17,401,338)	-	-	(53,688,169)	(23,830,241)	(24,378,833)	(25,218,330)	(13,852,421)	(12,128,950)	(12,081,247)
Construction Management	(49,828,704)	-	-	(1,832,424)	(2,928,008)	(14,074,585)	(8,596,763)	(5,731,978)	(4,880,528)	(7,397,442)
<i>Subtotal</i>	<i>(1,367,290,228)</i>	-	-	<i>(97,646,136)</i>	<i>(94,054,436)</i>	<i>(360,729,118)</i>	<i>(240,130,642)</i>	<i>(131,419,837)</i>	<i>(131,662,623)</i>	<i>(188,909,848)</i>
Share of Horizontal Costs Supporting Affordable Housing	287,603,281	-	-	20,539,463	19,783,923	75,877,729	50,520,906	31,850,474	27,694,634	39,736,323
<i>Subtotal Affordable Housing</i>	<i>(1,079,686,947)</i>	-	-	<i>(77,106,673)</i>	<i>(74,270,513)</i>	<i>(284,851,388)</i>	<i>(189,659,736)</i>	<i>(119,569,363)</i>	<i>(103,967,990)</i>	<i>(149,175,521)</i>
Affordable Housing										
Gap Funding for Agency, Workforce, and Public Housing	(178,874,073)	-	-	(2,475,000)	(8,627,720)	(15,195,440)	(18,310,290)	(24,721,229)	(30,020,718)	(33,620,618)
Share of Horizontal Costs Supporting Affordable Housing	(287,603,281)	-	-	(20,539,463)	(19,783,923)	(75,877,729)	(50,520,906)	(31,850,474)	(27,694,634)	(39,736,328)
<i>Subtotal Affordable Housing</i>	<i>(466,477,354)</i>	-	-	<i>(23,014,463)</i>	<i>(29,406,643)</i>	<i>(91,073,170)</i>	<i>(68,831,196)</i>	<i>(56,571,703)</i>	<i>(57,715,353)</i>	<i>(73,356,946)</i>
Other Costs										
Property Taxes	(21,854,546)	-	-	(754,434)	(1,911,268)	(3,599,360)	(4,652,853)	(4,557,839)	(3,780,176)	(2,095,501)
Annual Special Taxes/Assessments	(32,027,304)	-	-	-	-	(40,800)	(3,413,087)	(4,993,114)	(8,983,207)	(8,262,088)
Closing Costs	(10,484,346)	-	-	(88,052)	(11,415)	(349,522)	(1,784,875)	(1,073,132)	(2,285,165)	(2,073,477)
Residential Marketing	(43,898,991)	-	-	(8,909,705)	(8,779,798)	(8,779,798)	(8,779,798)	(8,779,798)	(1,670,958)	-
Planning And Entitlements - Pre Acq./Land	(33,610,280)	-	-	(329,046)	(3,400,000)	(1,894,000)	98,000	98,000	98,000	98,000
Governmental Fees	(82,532,876)	-	-	(2,062,500)	(3,338,500)	(3,850,351)	(5,404,846)	(6,985,467)	(20,663,599)	(9,454,321)
Community Benefits	(14,000,000)	-	-	-	-	-	-	-	-	-
Site Assembly	(27,223,000)	-	-	(27,223,000)	-	-	-	-	-	-
Stadium Contribution	(100,000,000)	-	-	-	-	-	(50,000,000)	(50,000,000)	-	-
General & Administrative	(1,773,009)	-	-	(2,072,132)	(2,072,132)	(2,072,132)	(2,072,132)	(2,072,132)	(2,072,132)	(400,000)
Project Management Fee	(4,101,870)	-	-	(3,780,000)	(3,780,000)	(3,780,000)	(3,780,000)	(3,780,000)	(3,780,000)	(3,780,000)
<i>Subtotal Other Costs</i>	<i>(424,198,059)</i>	-	-	<i>(46,820,873)</i>	<i>(25,293,115)</i>	<i>(26,145,944)</i>	<i>(80,193,804)</i>	<i>(82,143,482)</i>	<i>(43,296,279)</i>	<i>(25,940,388)</i>
Inflation to Costs	(67,730,885)	-	-	(1,345,655)	(2,249,584)	(10,321,373)	(10,087,660)	(8,318,522)	(8,622,960)	(14,385,064)
Land Secured Tax Exempt Public Financing										
Mello Roos Bonds	597,298,050	-	-	-	97,645,500	94,053,980	124,299,360	87,937,650	111,802,860	81,558,900
Tax Increment Financing	82,828,539	-	-	-	16,829,410	16,168,959	32,821,752	-	72,124,685	86,519,186
<i>Subtotal Public Financing</i>	<i>1,420,126,589</i>	-	-	-	<i>116,474,910</i>	<i>110,220,939</i>	<i>157,121,112</i>	<i>87,937,650</i>	<i>183,927,545</i>	<i>168,078,056</i>
Required Developer Contribution										
(617,966,655)	(22,741,225)	(23,161,233)	(148,287,764)	(14,744,924)	(304,170,955)	(192,257,284)	(178,666,421)	(29,681,218)	(94,783,862)	
Revenues										
For Sale/Rent Homesites - Land Sales	757,667,134	-	-	8,806,182	1,141,542	34,952,198	138,528,784	103,156,914	139,428,778	157,489,113
Commercial / Retail Acreage Sales	290,767,500	-	-	-	-	-	40,968,750	4,158,250	87,087,500	49,758,625
Other Revenues	40,127,134	-	-	888,810	112,624	2,656,581	8,219,716	5,994,552	8,000,669	8,240,881
Inflation on Revenues	229,600,467	-	-	-	-	3,714,315	25,032,094	18,653,876	47,307,784	50,799,500
<i>Subtotal Revenues</i>	<i>1,318,162,235</i>	-	-	<i>10,051,581</i>	<i>1,338,693</i>	<i>41,323,092</i>	<i>212,749,344</i>	<i>131,941,592</i>	<i>281,824,631</i>	<i>266,288,119</i>
Cashflow										
Cumulative Cashflow	700,195,580	(22,741,225)	(23,161,233)	(138,236,184)	(13,406,231)	(262,847,853)	(20,492,061)	(46,724,829)	(252,143,413)	(171,304,257)
Monthly Internal Rate of Return	15.8%	(22,741,225)	(45,902,477)	(184,138,641)	(197,544,872)	(460,392,735)	(439,900,674)	(486,625,503)	(234,482,090)	(92,677,833)

Candlestick Point and Hunters Point Phase II

	Total	2017	2018	2019	2020	2021	2022	2023	2024	2025
Infrastructure Costs										
Offsite transportation & other related infrastructure	(273,770,598)	(4,723,844)	(1,356,182)	-	-	-	-	-	-	-
Onsite Improvements	(313,308,331)	(18,950,089)	(4,627,288)	-	-	-	-	-	-	-
Waterfront Improvements	(22,704,982)	(1,446,857)	(945,263)	-	-	-	-	-	-	-
Demolition and Earthwork	(185,835,689)	(4,967,281)	(1,866,881)	-	-	-	-	-	-	-
Community Facilities and other structure improvements	(58,083,344)	(65,691)	(56,582)	-	-	-	-	-	-	-
Open Space	(42,843,111)	(14,094,481)	(12,888,011)	(8,194,763)	(8,194,763)	-	-	-	-	-
Contingency	(45,486,111)	(6,335,646)	(3,262,859)	(1,228,214)	(1,228,214)	-	-	-	-	-
Engineering and Other Fees	(171,401,338)	(3,289,906)	(1,713,028)	(614,607)	(614,607)	-	-	-	-	-
Construction Management	(49,828,704)	(2,111,862)	(1,087,610)	(408,738)	(408,738)	-	-	-	-	-
Subtotal	(1,367,290,228)	(31,973,080)	(27,815,660)	(10,448,323)	(10,448,323)	-	-	-	-	-
Share of Horizontal Costs Supporting Affordable Housing	287,603,281	11,353,413	5,850,898	2,197,757	2,197,757	-	-	-	-	-
Subtotal Affordable Housing	(1,079,686,947)	(20,619,667)	(21,964,762)	(8,250,566)	(8,250,566)	-	-	-	-	-
Affordable Housing										
Gap Funding for Agency, Workforce, and Public Housing	(178,871,073)	(29,792,726)	(13,424,749)	(1,684,581)	-	-	-	-	-	-
Share of Horizontal Costs Supporting Affordable Housing	287,603,281	(11,353,413)	(5,850,898)	(2,197,757)	(2,197,757)	-	-	-	-	-
Subtotal Affordable Housing	(46,267,792)	(41,146,139)	(19,275,647)	(3,882,339)	(2,197,757)	-	-	-	-	-
Other Costs										
Property Taxes	(21,854,546)	(613,004)	-	-	-	-	-	-	-	-
Annual Special Taxes/Assessments	(32,027,304)	(4,516,224)	(2,328,400)	867,617	-	-	-	-	-	-
Closing Costs	(10,484,346)	(2,092,091)	(513,665)	(223,844)	-	-	-	-	-	-
Residential Marketing	(43,898,991)	-	-	-	-	-	-	-	-	-
Planning And Endorsements - Pre Acq./Land	(33,619,280)	-	-	-	-	-	-	-	-	-
Governmental Fees	(14,000,000)	98,000	98,000	-	(8,402,000)	-	-	-	-	-
Community Benefits	(82,332,876)	(8,779,210)	(5,603,913)	(4,302,276)	-	-	-	-	-	-
Site Assembly	(27,225,000)	-	-	-	-	-	-	-	-	-
Stadium Contribution	(100,000,000)	-	-	-	-	-	-	-	-	-
General & Administrative	(17,737,009)	-	-	-	-	-	-	-	-	-
Project Management Fee	(4,018,707)	(3,780,000)	(3,780,000)	(3,780,000)	(3,218,707)	-	-	-	-	-
Subtotal Other Costs	(424,198,059)	(19,582,129)	(12,125,978)	(7,320,503)	(9,420,707)	-	-	-	-	-
Inflation to Costs	(67,730,885)	(4,890,894)	(2,719,789)	(1,138,319)	(1,452,166)	-	-	-	-	-
Land Secured Tax Exempt Public Financing										
Mello Roos Bonds	597,298,030	-	-	-	-	-	-	-	-	-
Tax Incremental Financing	822,828,539	(32,207,480)	(37,081,284)	(117,711,798)	50,280,766	38,769,036	28,829,164	29,649,872	30,495,229	31,361,909
Subtotal Public Financing	1,420,126,589	(32,207,480)	(37,081,284)	(117,711,798)	50,260,795	38,769,036	28,829,164	29,649,872	30,495,229	31,361,909
Required Developer Contribution	(617,966,655)	24,166,211	80,995,137	97,122,072	29,139,600	38,769,036	28,829,164	29,649,872	30,495,229	31,361,909
Revenues										
For Sale/Rent Homesites - Land Sales	757,667,134	174,163,624	-	-	-	-	-	-	-	-
Commercial / Retail Acreage Sales	290,767,500	35,045,500	51,366,500	22,344,375	-	-	-	-	-	-
Other Revenues	40,127,134	6,033,403	-	-	-	-	-	-	-	-
Inflation on Revenues	229,600,467	58,094,947	18,465,898	8,071,148	-	-	-	-	-	-
Subtotal Revenues	1,318,162,235	271,377,474	67,825,186	30,455,523	-	-	-	-	-	-
Cashflow										
Cumulative Cashflow	700,199,580	298,503,685	148,847,323	127,377,595	29,139,600	38,769,036	28,829,164	29,649,872	30,495,229	31,361,909
Monthly Internal Rate of Return	15.8%	235,525,852	384,173,175	511,950,770	541,090,370	579,859,406	608,688,570	638,338,442	668,833,671	700,195,580

CANDLESTICK POINT AND HUNTERS POINT SHIPYARD PHASE 2 REVITALIZATION PROJECT

DRAFT PLAN FOR FINANCING AND TRANSACTION STRUCTURE

Attachment 4 Additional Community Benefit Programs

The Project includes a wide range of funding, facilities, and programs intended to benefit the local Bayview Hunters Point (BVHP) community. In addition to the improvements provided as part of the proposed development, such as new parks, transit and roadway improvements, affordable housing, artist replacement space and other public facilities, the Project includes approximately \$82.3 million in funding for additional community benefits, including:

- ***Community First Housing Fund.*** The Project includes a fund of approximately \$29.4 million to assist qualifying residents in the purchase of market rate homes in District 10. Funds may be used for down payment assistance, rent-to-own opportunities, purchase of buildable pads and/or the purchase of market rate housing in or outside of the Project by individuals meeting the income standards to qualify for purchase of affordable housing units.
- ***Workforce Development.*** The Project includes a contribution of approximately \$8.9 million to workforce development programs designed to create a gateway to career development for residents of District 10. The monetary investment will be matched dollar for dollar by the City up to a total of \$17.8 million.
- ***Construction Assistance.*** A construction assistance program will be funded with \$2.5 million to ensure that BVHP area contractors are given the opportunity to obtain needed insurance and technical assistance, and are not required to provide payment or performance bonds in order to fully participate in the construction of infrastructure and new residential, commercial and community facilities on the project. The program includes:
 - Owner Consolidated Insurance Program
 - Surety Bond Program
 - Technical Assistance Program
 - Contractor Workshops.
- ***Scholarship Fund.*** The Project includes a contribution of \$3.5 million to a scholarship fund to support educational opportunities for youth and adults up to 30 years old.
- ***Pediatric Health and Wellness Center.*** The Project will provide a \$2.0 million in funding to be used to create a center focused on the health and well being of children, youth, and their families. The center will be developed and implemented in conjunction with the San Francisco District Attorney's Office, the Department of Public Health, and others with expertise in the field.

- ***Education Improvement Fund.*** The Project includes \$10 million to be used to support education enhancements within the community, which may include new facilities or upgrades to existing education resources. The use of these funds will be determined through a community-based process that includes the San Francisco Unified School District.
- ***Legacy Fund.*** A 0.5% fee calculated on the gross sales price of all residential market rate homes will be paid directly into the Hunters Point Shipyard Legacy Fund. Based on the current estimate of home values for the project, this source of funding is estimated to generate approximately \$26.0 million over the life of the Project. The use of these funds will be determined in coming months through a continued dialogue with the CAC, the PAC and the BVHP community.
- ***Other Community Programs/Facilities.*** In addition to the community benefits listed above, there are additional programs and facilities included in the Project which require further analysis to determine the exact cost. These include:
 - Community Builders. Development parcels can be reserved for development with local developers or builders, including for-profit or non-profit organizations that either do business in and have a primary address in the BVHP area, or are owned with at least 50% ownership interest by an individual or individuals residing in the BVHP area.
 - Community Brokers/Realtors. The program provides qualified community brokers and realtors with a 2.5% referral fee paid to brokers for referring buyers of market rate homes.
 - International African Marketplace. The Project provides space for an African-themed marketplace with displays and sale of arts, crafts, clothing, books, and other goods.
 - Library Services. Space within the Project can be dedicated to the provision of library services to supplement the expanded Bayview branch library, including a reading room and automated book-lending machines integrated into community retail and public facilities.
 - Emerging Business Incubator. The Project includes a business incubation space to jump-start the location and development of innovative business, including cleantech, greentech, biotech, arts and digital media.



PARKING SUMMARY

Parking Stalls At (2-Story) Suite Deck:	924
(Disabled: 32)	
(Regular: 892)	
Parking Stalls At Club Area:	2,098
(Disabled: 80)	
(Regular: 2,018)	
Regular Parking No Club & Suites:	8,466
(Disabled: 420)	
(Regular: 6,046)	
RV Parking	225
Transit Parking Buses:	340
Parking Stalls At Area C:	4,362
Total Parking Stalls: (Total Disabled: 532)	16,415

Total Parking Stalls for
Media Players within
Stadium Security Zone: 544



**CANDLESTICK POINT AND HUNTERS POINT SHIPYARD PHASE 2
REVITALIZATION PROJECT
DRAFT PLAN FOR FINANCING AND TRANSACTION STRUCTURE
(FINANCING PLAN)**

ATTACHMENT 6

CBRE CONSULTING, INC.
Sedway Group

CBRE
CB RICHARD ELLIS
4 Embarcadero Center, Suite 700
San Francisco, CA 94111

T 415 781 8900
F 415 733 5530

www.cbre.com/consulting

MEMORANDUM

To: Michael Cohen, Director, Office of Economic and Workforce Development, City and County of San Francisco

From: Mary A. Smitheram-Sheldon and Thomas Jirovsky, CBRE Consulting, Inc./Sedway Group; Colin Elliott, C.H. Elliott & Associates

Date: October 15, 2008

Subject: Hunters Point Shipyard II/Candlestick Point Draft Financing Plan

C.H. Elliott & Associates and CBRE Consulting ("Consultants") have reviewed the development plan, draft financial pro forma and Draft Financing Plan for the proposed redevelopment of Hunters Point Shipyard II/Candlestick Point ("Project").

Developer Return Target

Based on Consultants' extensive experience in evaluating large scale mixed-use developments, including military base reuse plans, we are of the opinion that the proposed 22.5 percent per annum target return, after which the Agency participates in profits on a 50:50 basis, is reasonable given the complexity and risk inherent in the Project's development program.

Development of a large-scale mixed-use project, such as the proposed Project is a high-risk venture with uncertainties related to entitlements, construction cost overruns, interest rate and capitalization rate changes, and fluctuations in the local, national and international economies during the 15-year construction period, any of which can

Mr. Michael Cohen
October 15, 2008
Page 2

significantly impact projected profits. In order to obtain financing commitments, developers must be able to demonstrate sufficient profit margins to provide a return on the upfront equity investment required and to provide a cushion against the various cost and market risks that are beyond the developer's control.

It is important to recognize that the pro forma, which is still being adjusted and reviewed, is just a projection based on the best available knowledge of future costs and revenues. Given the cyclical nature of the economy, historic escalations in the cost of raw materials, and the possibility of future interest rates increasing by 2 or 3 percentage points from their recent historic lows, there is no guarantee that the developer will make any profit.

Pro Forma Model

To review the overall financial feasibility of the Project under this Draft Financing Plan, Consultants reviewed the logic and assumptions of the Excel spreadsheets prepared by Lennar and modified the models to allow us to quickly analyze changes to key economic assumptions.

We prepared a series of sensitivity analyses, varying numerous economic assumptions such as inflation rates, absorption rates, affordability levels and land values to understand the impact on the overall feasibility of the Project. This process is still on-going.

Revenue Assumptions

As part of the pro forma analysis, the Consultants reviewed the market assumptions used to derive the potential land sales revenues from the various components of the Project.

- We surveyed land sale comparables throughout the San Francisco Bay Area for office/research and development (R&D), commercial, and condominium and apartment development sites.
- We analyzed market demand for office and R&D uses in order to maximize the potential development value.
- We also analyzed market values and development costs to validate the calculations of residual land values for the various for-sale residential product types, with and without inclusionary units.

Impact of Affordable Units

The types and distribution of affordable units is still being discussed. Due to the price and size requirements for both rental and for-sale affordable residential units, there is a significant subsidy required from the developer and the City/Agency to provide the affordable units, even before considering the substantial amount of new infrastructure and other community benefits budgeted for the project. These other community benefits include a home buying assistance fund, a workforce development fund, park and open space improvements, waterfront improvements, artist facilities, and other potential

Mr. Michael Cohen
October 15, 2008
Page 3

community facilities. As a result, the Project relies heavily on the Redevelopment Area property tax increment generated. The amount and timing of tax increment available is still under review and fluctuates as changes are made to the proforma.

Consultants analyzed the impact of varying unit sizes, product types, affordability levels, percentage of inclusionary versus Agency units, etc. to understand the impact of these items on financial feasibility.

Conclusion

The developer's target return represents a reasonable return before a 50 percent Agency participation, given the hundreds of millions of dollars in private funding required, and the significant risks inherent in such a large complex multi-year land development program.

REDEVELOPMENT AGENCY of the City and County of San Francisco



Gavin Newsom, Mayor

Francee Covington, President
London Breed, Vice President
Linda A. Cheu
Leroy King
Ramon E. Romero
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Rick Swig

Fred Blackwell, Executive Director
Gina E. Solis, Commission Secretary



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NOTE: QUESTIONS MAY BE DIRECTED TO GINA E. SOLIS,
AGENCY COMMISSION SECRETARY, AT (415) 749-2457

11-03-08A09:25 RCVD

CANCELLATION NOTICE

THE COMMISSION MEETING SCHEDULED FOR

TUESDAY, NOVEMBER 4, 2008

IS CANCELLED

THE NEXT REGULAR MEETING
IS SCHEDULED FOR

TUESDAY, NOVEMBER 18, 2008, 4:00 p.m.

REDEVELOPMENT AGENCY of the City and County of San Francisco



Gavin Newsom, Mayor

Francee Covington, President
London Breed, Vice President
Linda A. Cheu
Leroy King
Ramon E. Romero
Darshan Singh
Rick Swig

Fred Blackwell, Executive Director
Gina E. Solis, Commission Secretary



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ACCESSIBLE MEETING POLICY

For additional information about the Agenda items, visit the Agency's web site to access staff reports and relevant materials – www.sfgov.org/sfra. These reports and all public records that the Agency has received to date for a particular item are also available for public inspection during regular business hours at the Redevelopment Agency, Office of the Commission Secretary, One South Van Ness, 5th Floor, San Francisco, CA 94103 (telephone number: (415) 749-2400

1. The meeting/hearing will be held in City Hall, Room 416, 1 Dr. Carlton B. Goodlett Place, San Francisco. The room is wheelchair accessible and has accessible seating for persons with disabilities and those using wheelchairs.
2. The closest accessible BART station is Civic Center, three blocks from City Hall. Accessible MUNI lines serving this location are: #47 Van Ness, #49 Van Ness, #71 Haight/Noriega, #5 Fulton, #21 Hayes, # 6 Parnassus, #7 Haight, the F Line to Market and Van Ness and any line serving the Metro Stations at Van Ness and Market and at Civic Center. For more information about MUNI accessible services, call 415-673-6142.
3. There is accessible parking across from City Hall at the Civic Center Garage.
4. The following services are available by calling the Redevelopment Agency at (415) 749-2400 at least 72 hours prior to the meeting/hearing: American Sign Language interpreters, use of a reader during a meeting, or a sound enhancement system. Following a meeting minutes can be made available by audiocassette tape or alternative formats.
5. Requests for language interpreters at a meeting must be received at least 72 hours in advance of the meeting to help ensure availability. Please contact the Redevelopment Agency at (415) 749-2400.
6. In order to assist the Agency's efforts to accommodate persons with severe allergies, environmental illness, multiple chemical sensitivity, or related disabilities, attendees at public meetings are reminded that other attendees may be sensitive to various chemical based products. Please help the Agency to accommodate these individuals.

REGULAR MEETING AGENDA

PLEASE NOTE: SHOULD YOU WISH TO ADDRESS THE COMMISSION, FILL OUT A "SPEAKERS CARD" PROVIDED BY THE AGENCY SECRETARY, AND SUBMIT THE COMPLETED CARD TO THE AGENCY SECRETARY. REMARKS ARE LIMITED TO THREE (3) MINUTES UNLESS AN EXTENSION OF TIME IS GRANTED.

1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any. **No Reportable Action.**
3. Matters of Unfinished Business. **None.**
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

ALL MATTERS LISTED HEREUNDER CONSTITUTE A CONSENT AGENDA, ARE CONSIDERED TO BE ROUTINE BY THE REDEVELOPMENT AGENCY COMMISSION, AND WILL BE ACTED UPON BY A SINGLE VOTE OF THE COMMISSION. THERE WILL BE NO SEPARATE DISCUSSION OF THESE ITEMS UNLESS A MEMBER OF THE COMMISSION OR THE PUBLIC SO REQUESTS, IN WHICH EVENT THE MATTER SHALL BE REMOVED FROM THE CONSENT AGENDA AND CONSIDERED AS A SEPARATE ITEM:

- (a) Approval of Minutes: Meeting of October 21, 2008
- (b) Approval of Minutes: Special Meeting of October 27, 2008

Action taken: _____

REGULAR AGENDA

Staff presentation estimated time: 10 minutes

- (c) Workshop relating to Agency's Fillmore "Jazz District" Street Restaurants

Staff presentation estimated time: 10 minutes

- (d) Authorizing a Loan Agreement with Food for Soul, LLC, a California limited liability company, in an amount not to exceed \$100,000 for Operating Expenses for the 1300 on Fillmore Restaurant located at 1300 Fillmore Street; Western Addition Redevelopment Project Area A-2 (Resolution No. 131-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (e) Authorizing a Second Amendment to the Loan Agreement with Food for Soul, LLC, a California limited liability company, to consolidate its existing four loans for tenant improvements, façade improvements, and business assistance into one with a combined principal of \$2,588,000, to defer the repayment of the consolidated loan to 2012, and to nullify the loan documents related to three of the four loans, all associated with the operation of 1300 on Fillmore Restaurant located at 1300 Fillmore Street; Western Addition Redevelopment Project Area A-2. (Resolution No. 132-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (f) Authorizing a Disposition and Development Agreement with Habitat for Humanity San Francisco, a California nonprofit public benefit corporation, for the development of seven low-income units Parcel EE-2, Lot B, located at Whitney Young Circle and Hudson Avenue; Bayview Hunters Point Redevelopment Project Area (Area A.) (Resolution No. 133-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (g) Conditionally Approving the Schematic Design for Mission Creek Park Open Space Parcels P2, P8 and P10 in the Mission Bay South Redevelopment Project Area pursuant to the Owner Participation Agreement with FOCIL-MB; LLC and adopting Environmental Findings pursuant to the California Environmental Quality Act; Mission Bay South Redevelopment Project Area. (Resolution No. 134-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (h) Conditionally approving the Block 40 Major Phase and Parks P26 and P27 Concept Design application in the Mission Bay South Redevelopment Project Area and adopting environmental findings pursuant to the California Environmental Quality Act; Mission Bay South Redevelopment Project Area. (Resolution No. 135-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

Agenda Items 4(i), (j) and (k) will be discussed together, but acted on separately

- (i) Certifying the Final Environmental Impact Report for the proposed 69-unit mixed-use project at 1450 Franklin Street (Assessor's Block 671, Lot 6); Western Addition Redevelopment Project Area A-2. (Resolution No. 136-2008)

Action taken: _____

- (j) Considering the adoption of environmental findings and a statement of overriding considerations pursuant to the California Environmental Quality Act and the authorization of an Owner Participation Agreement with Pacific Heights Franklin Partners, L.P., a California limited partnership, as to an undivided ½ interest and Pacific Heights Franklin Partners II, L.P., a California limited partnership, as to an undivided ½ interest, as tenants-in-common, for the proposed 69-unit mixed-use project at 1450 Franklin Street (Assessor's Block 671, Lot 6); Western Addition Redevelopment Project Area A-2. (Resolution No. 137-2008)

Action taken: _____

- (k) Considering the conditional approval of a schematic design for the proposed 69-unit mixed-use project at 1450 Franklin Street (Assessor's Block 6711, Lot 6); Western Addition Redevelopment Project Area A-2. (138-2008)

Action taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session: Pursuant to Government Code §54956.8 to instruct the Agency's real property negotiators with respect to the disposition of the Municipal Railway Substation building located at 1140 Fillmore Street in the Western Addition Redevelopment Project Area A-2. The party with whom the Agency may negotiate with is the City and County of San Francisco. Agency negotiators: Fred Blackwell, Stephen Maduli-Williams, Gaynell Armstrong-McCurn, Andrea Baker, Angela Heyward, Ricky Tijani and Su-Syin Chou.
11. Adjournment

REDEVELOPMENT AGENCY of the City and County of San Francisco



Gavin Newsom, Mayor

Francee Covington, President
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TUESDAY, December 2, 2008• 4:00 p.m.

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REGULAR MEETING AGENDA

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any.

CONTINUED CLOSED SESSION FROM THE REGULAR MEETING OF NOVEMBER 18, 2008:

Closed Session: Pursuant to Government Code §54956.8 to instruct the Agency's real property negotiators with respect to the disposition of the Municipal Railway Substation building located at 1140 Fillmore Street in the Western Addition Redevelopment Project Area A-2. The party with whom the Agency may negotiate with is the City and County of San Francisco. Agency negotiators: Fred Blackwell, Stephen Maduli-Williams, Gaynell Armstrong-McCurn, Andrea Baker, Angela Heyward, Ricky Tijani and Su-Syin Chou.

3. Matters of Unfinished Business.

CONTINUED FROM THE REGULAR MEETING OF NOVEMBER 18, 2008

Staff presentation estimated time: 10 minutes

Agenda Items 3(a), (b) and (c) will be presented together, but acted on separately

- (a) Certifying the Final Environmental Impact Report for the 69-unit mixed-use project at 1450 Franklin Street (Block 671, Lot 6) pursuant to the California Environmental Quality Act; Western Addition Redevelopment Project Area A-2. (Resolution No. 136-2008)

Action taken: _____

- (b) Considering the adoption of environmental findings and a Statement of Overriding Considerations pursuant to the California Environmental Quality Act and authorizing an Owner Participation Agreement with Pacific Heights Franklin Partners, L.P., a California limited partnership, as to an undivided ½ interest and, Pacific Heights Franklin Partners II, L.P., a California limited partnership, as to an undivided ½ interest, as tenants-in-common, for a 69-unit mixed-use project at 1450 Franklin Street (Assessor's Block 671, Lot 6); Western Addition Redevelopment Project Area A-2. (Resolution No. 137-2008)

Action taken: _____

- (c) Considering the conditional approval of a schematic design for a 69-unit mixed-use project at 1450 Franklin Street (Assessor's Block 671, Lot 6); Western Addition Redevelopment Project Area A-2. (Resolution No. 138-2008)

Action taken: _____

4. **Matters of New Business:**

CONSENT AGENDA

Estimated time: 5 minutes

ALL MATTERS LISTED HEREUNDER CONSTITUTE A CONSENT AGENDA, ARE CONSIDERED TO BE ROUTINE BY THE REDEVELOPMENT AGENCY COMMISSION, AND WILL BE ACTED UPON BY A SINGLE VOTE OF THE COMMISSION. THERE WILL BE NO SEPARATE DISCUSSION OF THESE ITEMS UNLESS A MEMBER OF THE COMMISSION OR THE PUBLIC SO REQUESTS, IN WHICH EVENT THE MATTER SHALL BE REMOVED FROM THE CONSENT AGENDA AND CONSIDERED AS A SEPARATE ITEM:

- (a) Approval of Minutes: Meeting of November 18, 2008
- (b) Authorizing a First Amendment to the Tax Increment Loan Agreement with Tenderloin Neighborhood Development Corporation, a California Nonprofit Public Benefit Corporation, to update the Schedule of Performance and to allow the Executive Director, or his designee, to approve project budget line-item transfers in conjunction with the predevelopment of approximately 80 very low income rental units, plus two managers' units, located at 249 Eddy Street, and 161-165 Turk Street; Citywide Tax Increment Housing Program. (Resolution No. 139-2008)
- (c) Authorizing a Third Amendment to the Personal Services Contract with Willie B. Kennedy, a sole proprietorship, dba W. B. Kennedy & Associates, to extend the contract term by six months for the period January 1, 2009 through June 30, 2009, and to increase the contract amount by \$148,500, for an aggregate amount not to exceed \$823,500, to provide administrative support and outreach and information services to the Hunters Point Shipyard Citizens Advisory Committee; Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 140-2008)

Action taken: _____

REGULAR AGENDA

Staff presentation estimated time: 10 minutes

(Agenda Items 4(d) and (e) will be presented together but acted on separately)

- (d) Authorizing an Exclusive Negotiations Agreement with Mercy Housing California XLIV, a California limited partnership, for the development of very low- and low-income family rental housing at 1000 Fourth Street, also known as Block 13, and adopting environmental findings pursuant to the California Environmental Quality Act; Mission Bay South Redevelopment Project Area. (Resolution No. 141-2008)

Action taken: _____

- (e) Authorizing a Predevelopment Loan Agreement not to exceed \$2,800,000 with Mercy Housing California XLIV, a California limited partnership, for predevelopment activities related to 134 units of very low- and low-income family rental housing at 1000 Fourth Street, also known as Block 13 East, and adopting environmental findings pursuant to the California Environmental Quality Act; Mission Bay South Redevelopment Project Area. (Resolution No. 142-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (f) Authorizing a Personal Services Contract with McCoy's Patrol Service, a California corporation, to provide patrol and security services at the Hunters Point Shipyard for an initial term of three years beginning on January 1, 2009 and ending on December 31, 2011, for a total aggregate amount not to exceed \$998,592 (which amount shall be paid with non-Agency funds), with options to extend the contract for two additional, one-year terms, subject to the appropriation of funds by the United States Department of the Navy; Hunters Point Shipyard Redevelopment Project Area (Resolution No. 143-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (g) Authorizing a Letter Agreement with the Department of Economic and Workforce Development, in an amount not to exceed \$239,000, to provide employment development and training services in the Western Addition Redevelopment Project Area A-2; Western Addition Redevelopment Project Area A-2. (Resolution No. 144-2008)

Action taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session: Closed Session: Pursuant to Government Code §54956.8 to instruct the Agency's real property negotiators with respect to the terms of acquisition for Parcels B-F on the Hunters Point Shipyard in the Hunters Point Shipyard Redevelopment Project Area. The party with whom the Agency may negotiate is the United States Department of the Navy. Agency negotiators: Fred Blackwell, Stephen Maduli-Williams, James Morales, Thor Kaslofsky, Celena Chen.
11. Adjournment

REDEVELOPMENT AGENCY of the City and County of San Francisco



Gavin Newsom, Mayor

Francee Covington, President
London Breed, Vice President

Linda A. Cheu
Leroy King
Ramon E. Romero
Darshan Singh
Rick Swig

Fred Blackwell, Executive Director
Gina E. Solis, Commission Secretary



CITY HALL, ROOM 263

1 DR. CARLTON B. GOODLETT PLACE
SAN FRANCISCO, CA 94102

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SPECIAL MEETING AGENDA

TUESDAY, DECEMBER 9, 2008 • 2:00 p.m.

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any. **No Reportable Action.**
3. Matters of Unfinished Business. **None.**
4. Matters of New Business:

REGULAR AGENDA

Staff presentation estimated time: 10 minutes

- (a) Authorizing an amendment to the Redevelopment Agency's budget to: (1) reprogram \$3,301,225 from the Muni Substation line items to the Fillmore Jazz Preservation District revolving loan program line item in the amount of \$2,401,225, to the economic development line item in the amount of \$500,000 and to a new property management line item in the amount of \$400,000; (2) add \$581,000 in Community Development Block Grant program income to the Fillmore Jazz Preservation District revolving loan program line item; and (3) recommend approval of the Agency's budget amendment by the City and County of San Francisco Board of Supervisors; Western Addition Redevelopment Project Area A-2. (Resolution No. 145-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (b) Approving an amended Fillmore Jazz Preservation District Revolving Loan Program to provide Façade Improvement, Tenant Improvement and Business Assistance Loans to Business and Property Owners in the Fillmore Jazz Preservation District; Western Addition Redevelopment Project Area A-2.. (Resolution No. 146-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (c) Authorizing a Personal Services Contract with Japantown Taskforce, Inc, a California Nonprofit Public Benefit Corporation, in an Amount Not to Exceed \$63,000 to Complete the Formation of the Japantown Community Benefits District; Western Addition Redevelopment Project Area A-2. (Resolution No. 147-2008)

Action taken: _____

- (d) Authorizing a Letter Agreement With the City and County of San Francisco Department of Public Works in an Amount Not to Exceed \$1,800,000 to Make Certain Repairs to the Fillmore Streetscape Improvements and to Maintain the Fillmore Streetscape Improvements as City-Owned Property; Western Addition Redevelopment Project Area A-2. (Resolution No. 148-2008)

Action taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session: None.
11. Adjournment

REDEVELOPMENT AGENCY of the City and County of San Francisco



Gavin Newsom, Mayor

Francee Covington, President
London Breed, Vice President
Linda A. Cheu
Leroy King
Ramon E. Romero
Darshan Singh
Rick Swig

Fred Blackwell, Executive Director
Gina E. Solis, Commission Secretary



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TUESDAY, December 16, 2008 • 4:00 p.m.

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any: **No Reportable Action.**
3. Matters of Unfinished Business:

(Continued from the December 9, 2008 Special Commission Meeting)

- (a) Authorizing a Grant Agreement with the Japantown Taskforce, a California nonprofit public benefit corporation, in an amount not to exceed \$56,700, to facilitate the completion of the formation of the Japantown Community Benefits District, and authorizing a Personal Services Contract with the Japanese Community Youth Council, Inc, a California nonprofit public benefit Corporation, to serve as Fiscal Agent to the Japantown Taskforce for a twelve-month period from December 17, 2008 to December 16, 2009; Western Addition Redevelopment Project Area A-2. (Resolution No. 147-2008)

Action taken: _____

4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

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- (a) Approval of Minutes: Meeting of December 2, 2008
- (b) Authorizing a First Amendment to an Amended and Restated Tax Increment Loan Agreement with Mercy Housing California XLI, a California Limited Partnership, to modify certain loan terms related to the construction of approximately 49 very-low income family rental units at 227-255 Seventh Street; South of Market Redevelopment Project Area. (Resolution No. 149-2008)
- (c) Authorizing a First amendment to a Ground Lease with Mercy Housing California XLI, a California Limited Partnership, to modify certain lease terms, for the development of 49 low-income family rental units at 227-255 Seventh Street; South of Market Redevelopment Project Area. (Resolution No. 150-2008)

- (d) Authorizing a three-year Personal Services Contract with the San Francisco Community Clinic Consortium, a California non-profit public benefit corporation, and a budget of \$123,934 for the remainder of Fiscal Year 2008-2009, for fiscal agent and administrative services for the South of Market Project Area Committee; South of Market Redevelopment Project Area. (Resolution No. 151-2008)

Action taken: _____

REGULAR AGENDA

Staff presentation estimated time: 15 minutes

ITEMS 4 (e), and, (f) WILL BE PRESENTED TOGETHER, BUT ACTED ON SEPARATELY

- (e) Authorizing a First Amendment to the Working Capital Loan Agreement with Food for Soul, LLC, a California limited liability company, to increase the loan amount by \$524,000 to a total aggregate amount not to exceed \$624,000 for tenant improvements and Operating Expenses for the *1300 on Fillmore* Restaurant located at 1300 Fillmore Street; Western Addition Redevelopment Project Area A-2. (Resolution No. 152-2008)

Action taken: _____

- (f) Authorizing a Second Amendment to the Loan Agreement with Yoshi's San Francisco, LLC, a California limited liability company, to modify the loan terms and increase the loan amount by \$1,500,000, subject to the Board of Supervisors' approval of the Agency's budget amendment, for a total aggregate amount not to exceed \$7,200,000 for tenant improvement costs associated with establishing a jazz club/restaurant located at 1330 Fillmore Street; Western Addition Redevelopment Project Area A-2 (Resolution No. 153-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (g) Authorizing an Amended and Restated Letter Agreement with the Mayor's Office of Community Investment for the administration of the SF Shines Façade and Tenant Improvement Program, from January 1, 2009 to December 31, 2009, in an amount not to exceed \$585,000 for the Third Street commercial corridor located in Bayview Hunters Point Redevelopment Project Area and in an amount not to exceed \$675,000 for the Fillmore Street Commercial Corridor in the Western Addition Redevelopment Project Area A-2, for a total aggregate amount not to exceed \$1,260,000, subject to the Board of Supervisors' approval of the Agency's budget amendment; Bayview Hunters Point Redevelopment Project Area and Western Addition Redevelopment Project Area A-2. (Resolution No. 154-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (h) Authorizing a First Amendment to the Amended and Restated Letter Agreement with the Mayor's Office of Community Investment, in an amount not to exceed \$967,517 for the administration of contracts with four community-based organizations to provide business assistance and employment development services from January 1, 2009 to June 30, 2009; All Redevelopment Project Areas. (Resolution No. 155-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (i) Authorizing a Personal Services Contract with Forster & Kroeger Landscape Maintenance, Inc., a California corporation, for a term of one-year with two one- year options, in an amount not to exceed \$228,678, with a contingency of \$25,000 for extra work on an as needed basis for a total aggregate amount not to exceed \$253,678 to provide landscape maintenance services in Community Facilities District No. 1; Rincon Point-South Beach Redevelopment Project Area. (Resolution No. 156-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (j) Certifying a Final Environmental Impact Report for the Proposed Visitacion Valley Redevelopment Program pursuant to the California Environmental Quality Act; Visitacion Valley Redevelopment Survey Area. (Resolution No. 157-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (k) Authorizing a First Amendment to the Personal Services Contract with PBS&J, the successor to EIP Associates, to add environmental review tasks to the scope of services and increase the budget by an amount not to exceed \$1,237,700 for a total aggregate amount not to exceed \$1,937,700 for completion of environmental review for the combined Hunters Point Shipyard / Candlestick Development Project and Redevelopment Plan Amendments; Bayview Hunters Point and Hunters Point Shipyard Redevelopment Project Areas. (Resolution No. 158-2008)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (I) Authorizing a First Amendment to the acquisition agreement between the Agency and HPS Development Co., LP, a California limited partnership, successor to Lennar-BVHP, LLC, and adopting environmental findings pursuant to the California Environmental Quality Act; Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 159-2008)

Action taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session: **None**
11. Adjournment



REDEVELOPMENT AGENCY

of the

City and County of San Francisco



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Tuesday, January 6, 2009 • 4:00 p.m.

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REGULAR MEETING AGENDA

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any. **No Reportable Action**
3. Matters of Unfinished Business: **None**
4. Matters of New Business:

REGULAR AGENDA

- a) Election of Officers

Staff presentation estimated time: 10 minutes

- b) Presentation of Expiration and Transition of Bayview Hunters Point Project Area A and India Basin Industrial Park Project Area.

Staff presentation estimated time: 10 minutes

PUBLIC HEARING TO HEAR ALL PERSONS INTERESTED IN THE VISITACION VALLEY REDEVELOPMENT SURVEY AREA

Please note: Agenda Items 4(c) – 4(i) are related to Visitacion Valley and will be opened for public comment, but will not be considered for adoption until the February 3, 2009 Commission Meeting

- c) Adopting Environmental Findings and a Statement of Overriding Considerations pursuant to the California Environmental Quality Act for the Visitacion Valley Redevelopment Program; Visitacion Valley Redevelopment Survey Area. (Resolution No. 1-2009)

Action Taken: _____

- d) Approving the proposed Redevelopment Plan for the Visitacion Valley Redevelopment Project and making findings under the California Environmental Quality Act and pursuant to California Health and Safety Code Sections 33445 and 33679; recommending adoption of the proposed Redevelopment Plan by the Board of Supervisors; and submitting the Agency's recommendation, including the proposed Redevelopment Plan, to the Board of Supervisors; Visitacion Valley Redevelopment Survey Area. (Resolution No. 2-2009)

Action Taken: _____

- e) Approving the Report on the Redevelopment Plan for the Visitacion Valley Redevelopment Project and authorizing transmittal of the Report on the Redevelopment Plan to the Board of Supervisors; Visitacion Valley Redevelopment Survey Area. (Resolution No. 3-2009)

Action Taken: _____

- f) Approving the Visitacion Valley / Schlage Lock Design for Development; Visitacion Valley Redevelopment Survey Area. (Resolution No. 4-2009)

Action Taken: _____

- g) Approving the Rules for Property Owner Participation, Relocation Plan, and the Business Occupant Re-Entry Policy for the Visitacion Valley Redevelopment Project; Visitacion Valley Redevelopment Survey Area. (Resolution No. 5-2009)

Action Taken: _____

- h) Authorizing the Executive Director to enter into a Cooperation and Delegation Agreement with the San Francisco Planning Department; Visitacion Valley Redevelopment Survey Area. (Resolution No. 6-2009)

Action Taken: _____

- i) Commending the Visitacion Valley Citizens Advisory Committee ("CAC") and expressing the intention of the Agency to consult with the CAC on the Implementation of the Visitacion Valley Redevelopment Project; Visitacion Valley Redevelopment Survey Area. (Resolution No. 7-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- j) Authorizing a Personal Services Contract with Levy Design Partners, Inc. in an amount not to exceed \$100,000 to provide architectural and engineering services for the repair of Building 101 on the Hunters Point Shipyard, for a one-year term, with one, one-year option to extend: Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 8-2009)

Action Taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters.
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session: **None**
11. Adjournment

REDEVELOPMENT AGENCY of the City and County of San Francisco



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JAN - 9 2009

SPECIAL MEETING AGENDA

Tuesday, January 13, 2009 • 4:00 p.m.

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SPECIAL MEETING AGENDA

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any: **No Reportable Action**
3. Matters of Unfinished Business: **None**
4. Matters of New Business:

REGULAR AGENDA

Staff presentation estimated time: 10 minutes

Agenda Items 4(a) and 4(b) will be discussed together, but acted on separately

- a) Authorizing a First Amendment to the Amended and Restated Loan Agreement with Agonafer Shiferaw, a sole proprietor, doing business as Rasselas Jazz Club, to increase the Agency Tenant Improvement Loan by \$251,000 to Reimburse the Owner for Incurred Tenant Improvement Cost, for a Total Aggregate Amount Not to Exceed \$1,256,000 and to Defer the Loan Repayment for Two Years, All Related to the Costs Associated with Establishing a Jazz Club/Restaurant at 1534-40 Fillmore Street; Western Addition (Resolution No. 9-2009)

Action Taken: _____

- b) Authorizing a First Amendment to the Amended and Restated Tenant Improvement Loan Agreement with Sheba Lounge, LLC, a California limited liability company, to consolidate its tenant improvement, façade improvement, and business assistance loans into one combined loan in the amount of \$295,000; to increase the consolidated loan amount by \$90,000 for additional tenant improvements, for a total aggregate amount not to exceed \$385,000; to defer the repayment of the consolidated loan for two years; to nullify the loan documents related to two of the three consolidated loans; and to forgive \$95,000 of the consolidated loan upon fulfillment of certain terms and conditions; all associated with Sheba Lounge, a restaurant at 1419 Fillmore Street; Western Addition (Resolution No. 10-2009)

Action Taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters.
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session: **None**
11. Adjournment

REDEVELOPMENT AGENCY of the City and County of San Francisco



Gavin Newsom, Mayor

Ramon Romero, President
Rick Swig, Vice President
London Breed
Linda A. Cheu
Francee Covington
Leroy King
Darshan Singh

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REVISED SPECIAL MEETING AGENDA

Tuesday, January 13, 2009 • 4:00 p.m.

ACCESSIBLE MEETING POLICY

For additional information about the Agenda items, visit the Agency's web site to access staff reports and relevant materials – www.sfgov.org/sfra

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any: **No Reportable Action**
3. Matters of Unfinished Business: **None**
4. Matters of New Business:

REGULAR AGENDA

Staff presentation estimated time: 10 minutes

Agenda Items 4(a) and 4(b) will be discussed together, but acted on separately

- a) Authorizing a First Amendment to the Amended and Restated Loan Agreement with Agonafer Shiferaw, a sole proprietor, doing business as Rasselas Jazz Club, to increase the Agency Tenant Improvement Loan by \$251,000 to Reimburse the Owner for Incurred Tenant Improvement Cost, for a Total Aggregate Amount Not to Exceed \$1,256,000 and to Defer the Loan Repayment for Two Years, All Related to the Costs Associated with Establishing a Jazz Club/Restaurant at 1534-40 Fillmore Street; Western Addition (Resolution No. 9-2009)

Action Taken: _____

- b) Authorizing a First Amendment to the Amended and Restated Tenant Improvement Loan Agreement with Sheba Lounge, LLC, a California limited liability company, to consolidate its tenant improvement, façade improvement, and business assistance loans into one combined loan in the amount of \$295,000; to increase the consolidated loan amount by \$90,000 for additional tenant improvements, for a total aggregate amount not to exceed \$385,000; to defer the repayment of the consolidated loan for two years; to nullify the loan documents related to two of the three consolidated loans; and to forgive \$95,000 of the consolidated loan upon fulfillment of certain terms and conditions; all associated with Sheba Lounge, a restaurant at 1419 Fillmore Street; Western Addition (Resolution No. 10-2009)

Action Taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters.
7. Report of the President
8. Report of the Executive Director

9. Commissioners' Questions and Matters
10. Closed Session: Closed Session: **(a)** Pursuant to Section 54957 (b) (1) of the Government Code regarding personnel matters: evaluation of performance of the Commission Secretary;
(b) Pursuant to Section 54597 (b) (1) of the Government Code regarding personnel matters: evaluation of performance of the Executive Director.
11. Adjournment

Inbox (1 Items)

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Yesterday

Gina Solis Thu 6...

SFRA Final Agenda ...

SFRA Final Agenda for Jan. 13th Special Comm. Meeting

Gina Solis [Gina.Solis@SFGOV.ORG]

Sent: Thursday, January 08, 2009 6:56 PM
To: Jason Chan [jason.chan@sfgov.org];
David Miree [David.Miree@sfgov.org];
Eric Steinberg [Eric.Steinberg@sfgov.org];
David Kim [David.Kim@sfgov.org]; jjondradio@aol.com;

Attachments: FA011309.doc (68 KB) [Open as Web Page]

Please note that the Special Comm. meeting on Jan. 13th is due to the cancellation of the Jan. 20th meeting. The next regularly scheduled Commission meeting will be on Tues., Feb. 3rd.

Underlying documents will be available by noon on Friday, Jan. 9th at www.sfgov.org/sfra

(See attached file: FA011309.doc)

Gina E. Solis
Commission Secretary
San Francisco Redevelopment Agency
One South Van Ness, 5th Floor

11-09-01:48:35 RCVL

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Fred Blackwell, Executive Director
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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any. **No Reportable Action**
3. Matters of Unfinished Business: **Continued from January 6, 2009 Commission Meeting**

PLEASE NOTE: VISITACION VALLEY ITEMS 3(a) – 3(g)

WILL NOT BE HEARD UNTIL 5:30 P.M.

Staff presentation estimated time: 15 minutes

- (a) Adopting Environmental Findings and a Statement of Overriding Considerations pursuant to the California Environmental Quality Act for the Visitacion Valley Redevelopment Program; Visitacion Valley Redevelopment Survey Area. (Resolution No. 1-2009)

Action Taken: _____

- (b) Approving the proposed Redevelopment Plan for the Visitacion Valley Redevelopment Project Area and making findings under the California Environmental Quality Act and pursuant to California Health and Safety Code Sections 33445 and 33679; recommending adoption of the proposed Redevelopment Plan by the Board of Supervisors; and submitting the Agency's recommendation, including the proposed Redevelopment Plan, to the Board of Supervisors; Visitacion Valley Redevelopment Survey Area. (Resolution No. 2-2009)

Action Taken: _____

- (c) Approving the Report on the Redevelopment Plan for the Visitacion Valley Redevelopment Project and authorizing transmittal of the Report on the Redevelopment Plan to the Board of Supervisors; Visitacion Valley Redevelopment Survey Area. (Resolution No. 3-2009)

Action Taken: _____

- (d) Approving the Visitacion Valley Schlage Lock Design for Development for the Visitacion Valley Redevelopment Project; Visitacion Valley Redevelopment Survey Area. (Resolution No. 4-2009)

Action Taken: _____

- (c) Conditionally approving the Rules for Property Owner Participation, Relocation Plan and the Business Occupant Re-Entry Policy for the Visitacion Valley Redevelopment Project; Visitacion Valley Redevelopment Survey Area. (Resolution No. 5-2009)

Action Taken: _____

- (f) Approving the Proposed Visitacion Valley Cooperation and Delegation Agreement for the Visitacion Valley Redevelopment Project Area; and Delegating to the Executive Director the Authority to Negotiate and Execute, at the Request of the Planning Department, a Memorandum of Understanding Regarding Certain Pre-Development Activities related to the Demolition Permit for the Schlage Lock Site; Visitacion Valley Redevelopment Survey Area. (Resolution No. 6-2009)

Action Taken: _____

- (g) Commending the Visitacion Valley Citizens Advisory Committee ("CAC") and expressing the intention of the Agency to consult with the CAC on the Implementation of the Visitacion Valley Redevelopment Plan; Visitacion Valley Redevelopment Survey Area. (Resolution No. 7-2009)

Action Taken: _____

4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

ALL MATTERS LISTED HEREUNDER CONSTITUTE A CONSENT AGENDA, ARE CONSIDERED TO BE ROUTINE BY THE REDEVELOPMENT AGENCY COMMISSION, AND WILL BE ACTED UPON BY A SINGLE VOTE OF THE COMMISSION. THERE WILL BE NO SEPARATE DISCUSSION OF THESE ITEMS UNLESS A MEMBER OF THE COMMISSION OR THE PUBLIC SO REQUESTS, IN WHICH EVENT THE MATTER SHALL BE REMOVED FROM THE CONSENT AGENDA AND CONSIDERED AS A SEPARATE ITEM:

- (a) Approval of Minutes: Special Meeting of December 9, 2009
- (b) Approval of Minutes: Meeting of January 6, 2009
- (c) Approval of Minutes: Special Meeting of January 13, 2009
- (d) Authorizing a Second Amendment to the Personal Services Contract with MJM Management Group, a California Corporation (formerly known as KTB Management Group) and the property manager of the Mission Bay Open Space System, to include Open Space Parcel P18 and increase the contract's management fee by \$2,100 for a total aggregate amount for the management fee not to exceed \$342,310; Mission Bay North and South Redevelopment Project Areas. (Resolution No. 11-2009)

Action taken: _____

Agenda Items 4(c) and 4(f) will be presented together, but acted on separately

Staff presentation estimated time: 10 minutes

- (c) Authorizing a Letter Agreement with the Mayor's Office of Community Investment for an inter-agency Informational Management System, in an amount not to exceed \$525,000 for a term of three years to be paid to the Mayor's Office of Community Investment. (Resolution No. 12-2009)

Action taken: _____

- (f) Authorizing a Personal Services Contract with the Board of Trustees of the Glide Foundation, a California nonprofit public benefit corporation, through its Tekmeca Opensource Project to provide consulting and software development services for an inter-agency Information Management System in an amount not to exceed \$525,000, for a term of three years, from February 15, 2009 to February 14, 2012. (Resolution No. 13-2009)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (g) Authorizing a Legal Services Contract with Kutak Rock LLP to provide specialized legal services primarily related to conveyance and early transfer of the remaining Navy owned parcels at the Hunters Point Shipyard for an amount not to exceed \$475,000; Bayview Hunters Point and Hunters Point Shipyard Redevelopment Project Areas. (Resolution No. 14-2009)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (h) Adoption of a Five-Year Implementation Plan for the period 2008-2012 for the Hunters Point Shipyard Redevelopment Project Area; Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 15-2009)

Action taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters.
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session: **None**
11. Adjournment

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ACCESSIBLE MEETING POLICY

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any. No Reportable Action
3. Matters of Unfinished Business: Continued from the February 3, 2009 Commission Meeting

Staff presentation estimated time: 10 minutes

- (a) Authorizing a Letter Agreement with the Mayor's Office of Community Investment for a Term of 18 Months, from February 19, 2009 to August 18, 2010, for the Development of an Inter-agency Information Management System, in an amount not to exceed \$525,000 to be paid by the Mayor's Office of Community Investment. (Resolution No. 12-2009)

Action taken: _____

- (b) Authorizing a Personal Services Contract with the Board of Trustees of the Glide Foundation, a California nonprofit public benefit corporation, to provide consulting and software development services for an inter-agency Information Management System in an amount not to exceed \$525,000, for a term of 18 months, from February 19, 2009 to August 18, 2010. (Resolution No. 13-2009)

Action taken: _____

4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

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- (a) Authorizing a three-year Personal Services Contract with MJM Management Group, a California corporation, in an amount not to exceed \$525,000 for steam cleaning, power washing, tree maintenance, litter and graffiti control services and consulting services on a future community benefit district for the Sixth Street corridor; South of Market Redevelopment Project Area. (Resolution No. 16-2009)

- (b) Authorizing a Designation Agreement with the City and County of San Francisco for the purpose of administering BEGIN Grants from the State of California to Provide Down Payment Assistant for Low- and Moderate-Income First-Time Homebuyers in amounts not to exceed \$3,720,000, \$960,000, and \$3,930,000, Respectively at 5600 Third Street, Bayview Hunters Point Redevelopment Project Area; 1345 Turk Street, Citywide Housing; and 330 Berry Street and 335 Berry Street; Mission Bay North Redevelopment Project Area. (Resolution No. 17-2009)

Action taken: _____

REGULAR AGENDA

Staff presentation estimated time: 10 minutes

- (c) Approving a term sheet to convey the Municipal Railway Substation located at 1190 Fillmore Street to the City and County of San Francisco ("City") and to convey a Certificate for 171,308 units of Transferable Development Rights to the City for the purpose of improving the Substation; former Western Addition Redevelopment Project Area A-2. (Resolution No. 18-2009)

Action taken: _____

Staff presentation estimated time: 10 minutes

- (d) Approving a policy regarding the Agency's use of future tax increment from the former Western Addition A-2 Redevelopment Project to fulfill its replacement housing obligations; Western Addition Redevelopment Project Area A-2. (Resolution No. 19-2009)

Action taken: _____

Agenda Items 4(c) through 4(g) will be presented together, but acted on separately

Staff presentation estimated time: 10 minutes

- (e) Approving the Relocation Plan for the development of 73 units of affordable rental housing at 6600 Third Street; and adopting the Final Negative Declaration and environmental findings pursuant to the California Environmental Quality Act; Bayview Hunters Point Redevelopment Project Area. (Resolution No. 20-2009)

Action taken: _____

- (f) Approving the Replacement Housing Plan for the Development of 73 Units of Affordable Rental Housing at 6600 Third Street; Bayview Hunters Point Redevelopment Project Area. (Resolution No. 21-2009)

Action taken: _____

- (g) Authorizing an Acquisition and Predevelopment Loan with Third and LeConte Associates LP, a California Limited Partnership, in an amount not to exceed \$4,887,059 for the development of 73 units of affordable rental housing at 6600 Third Street; Bayview Hunters Point Redevelopment Project Area. (Resolution No. 22-2009)

Action taken: _____

5. **Matters not appearing on Agenda**
6. **Persons wishing to address the members on non-Agenda, but Agency related matters.**
7. **Report of the President**
8. **Report of the Executive Director**
9. **Commissioners' Questions and Matters**
10. **Closed Session: None**
11. **Adjournment**

REDEVELOPMENT AGENCY

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any.
3. Matters of Unfinished Business: **Continued from February 17, 2009 Commission Meeting**

Staff presentation estimated time: 10 minutes

- (a) Authorizing a Letter Agreement with the Mayor's Office of Community Investment for a Term of 18 Months, from March 5, 2009 to September 4, 2010, for the Development of an Inter-agency Information Management System, in an amount not to exceed \$525,000 to be paid by the Mayor's Office of Community Investment. (Resolution No. 12-2009)

Action taken: _____

- (b) Authorizing a Personal Services Contract with the Board of Trustees of the Glide Foundation, a California nonprofit public benefit corporation, to provide consulting and software development services for an inter-agency Information Management System in an amount not to exceed \$525,000, for a term of 18 months, from March 5, 2009 to September 4, 2010. (Resolution No. 13-2009)

Action taken: _____

4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

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- (a) Approval of Minutes: Meeting of February 3, 2009
- (b) Approval of Minutes: Meeting of February 17, 2009
- (c) Authorizing execution of a Second Amendment to the Personal Services Contract with Tom Eliot Fisch, a California corporation, to increase the Contract amount by \$57,917, plus a contingency of \$5,000 for a total aggregate amount not to exceed \$846,116, to complete construction administration services for phase two improvements to Pier 40; Rincon Point-South Beach Redevelopment Project Area. (Resolution No. 23-2009)

- (d) Authorizing a First Amendment to the Personal Services Contract with Arc Ecology, a California nonprofit corporation, to extend the contract term on a month-to-month basis for up to four months for the period March 22, 2009 through July 21, 2009, and to increase the contract amount by an amount not to exceed \$133,325, to provide environmental outreach and information services to the Bayview Hunters Point Community, for a total aggregate amount of \$1,100,325; Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 24-2009)

Action Taken: _____

REGULAR AGENDA

Agenda Items 4(e) – 4(g) will be presented together, but acted on separately

Staff presentation estimated time: 10 minutes

- (e) Granting an exception from the height limit restriction for building signs in the Yerba Buena Center Redevelopment Plan related to tenant signage at the Metreon site located at the northeast corner of Fourth Street between Mission and Howard Streets; Yerba Buena Center Approved Redevelopment Project Area D-1. (Resolution No. 25-2009)

Action Taken: _____

- (f) Granting an exception from the height limit restriction for building signs in the Yerba Buena Center Redevelopment Plan and conditionally approving the schematic design for proposed improvements to the Metreon site located at the northeast corner of Fourth Street between Mission and Howard Streets; Yerba Buena Center Approved Redevelopment Project Area D-1. (Resolution No. 26-2009)

Action Taken: _____

- (g) Authorizing a Memorandum of Understanding with Westfield Metreon, LLC, a Delaware limited liability company, FC Metreon LLC, a Delaware limited liability company, and Mission Hiring Hall, a California nonprofit public benefit corporation acting through its affiliate the South of Market Employment Center, for permanent workforce program requirements at the Metreon site located at the northeast corner of Fourth Street between Mission and Howard Streets; Yerba Buena Center Approved Redevelopment Project Area D-1. (Resolution No. 27-2009)

Action Taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters.
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session: None
11. Adjournment

REDEVELOPMENT AGENCY

of the

City and County of San Francisco



Gavin Newsom, Mayor

Ramon Romero, President
Rick Swig, Vice President
Francee Covington
London Breed
Linda A. Cheu
Leroy King
Darshan Singh

Fred Blackwell, Executive Director
Gina E. Solis, Commission Secretary



35-15-00408:41 RC 10

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MAR 13 2009

A G E N D A
Tuesday, March 17, 2009 • 4:00 p.m.

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ACCESSIBLE MEETING POLICY

**For additional information about the Agenda items, visit the Agency's web site
to access staff reports and relevant materials – www.sfgov.org/sfra**

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REGULAR MEETING AGENDA

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any.
3. Matters of Unfinished Business:

(a) Approval of Minutes: Meeting of February 17, 2009

Action Taken: _____

4. Matters of New Business

CONSENT AGENDA

Estimated time: 5 minutes

ALL MATTERS LISTED HEREUNDER CONSTITUTE A CONSENT AGENDA, ARE CONSIDERED TO BE ROUTINE BY THE REDEVELOPMENT AGENCY COMMISSION, AND WILL BE ACTED UPON BY A SINGLE VOTE OF THE COMMISSION. THERE WILL BE NO SEPARATE DISCUSSION OF THESE ITEMS UNLESS A MEMBER OF THE COMMISSION OR THE PUBLIC SO REQUESTS, IN WHICH EVENT THE MATTER SHALL BE REMOVED FROM THE CONSENT AGENDA AND CONSIDERED AS A SEPARATE ITEM:

(a) Approval of Minutes: Meeting of March 3, 2009.

(b) Authorizing a First Amendment to the Personal Services Contract with the Corporation for Supportive Housing, a Delaware-based nonprofit corporation, for \$35,100, for a total aggregate amount not to exceed \$335,100, through the contract term ending March 31, 2009, for as-needed technical assistance services to supportive housing developers and operators; Citywide Tax Increment Housing Program. (Resolution No. 28-2009)

Action Taken: _____

REGULAR AGENDA

Staff presentation estimated time: 15 minutes

(c) Workshop on the Agency's Fiscal Year 2009/10 Budget.

Staff presentation estimated time: 10 minutes

- (d) Authorizing an Amended and Restated Loan Agreement with Martin Luther King-Marcus Garvey Square Cooperative Apartments, Incorporated, a California mutual benefit nonprofit corporation, to increase the loan amount by \$4,000,000 for a total aggregate amount not to exceed \$5,000,000 and to amend other terms of the loan, all related to the rehabilitation of 211 units of low-income cooperative housing; 1680 Eddy Street, within the former Western Addition Redevelopment Project Area A-2; Citywide Tax Increment Housing Program. (Resolution No. 29-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (e) Authorizing a Revolving Share Loan Program for Limited Equity Cooperatives that serves very low- and low-income first-time home buyers and reallocating \$500,000 in Citywide Tax Increment Housing Funds for the program; All Redevelopment Project Areas and Citywide Tax Increment Housing Program. (Resolution No. 30-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (f) Authorizing a Second Amendment to the Amended and Restated Letter Agreement with the Mayor's Office of Community Investment ("MOCI") to include Young Community Developers, a community-based organization offering employment development services, and to increase the compensation by an amount not to exceed \$164,151, for a total aggregate amount not to exceed \$1,131,668 for the administration of contracts with five community-based organizations to provide business assistance and employment development services from January 1, 2009 to June 30, 2009; All Redevelopment Project Areas. (Resolution No. 31-2009)

Action Taken: _____

Agenda Items 4(g) and (h) will be presented together, but acted on separately

Staff presentation estimated time: 10 minutes

- (g) Approving a schematic design for improvements to Building 101 at the Hunters Point Shipyard; Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 32-2009)

Action Taken: _____

- (h) Authorizing a First Amendment to the Personal Services Contract with Levy Design Partners, Inc., a California corporation, to increase the Contract amount by \$150,000, for a total aggregate amount not to exceed \$250,000, and to amend the scope of services to include final construction drawings and construction administration support for improvements to Building 101; Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 33-2009)

Action Taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters.
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session: **None.**
11. Adjournment

REDEVELOPMENT AGENCY of the City and County of San Francisco



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London Breed
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A G E N D A

PLEASE NOTE CHANGE OF MEETING TIME

Tuesday, April 7, 2009 • 5:00 p.m.

ACCESSIBLE MEETING POLICY

04-03-09A08:16 RCVD

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to access staff reports and relevant materials – www.sfgov.org/sfra**

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REGULAR MEETING AGENDA

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any.
3. Matters of Unfinished Business:

CONSENT AGENDA

Estimated time: 5 minutes

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- (a) Approval of Minutes: Meeting of March 17, 2009
- (b) Amending the Minimum Compensation Policy and the Health Care Accountability Policy to increase the minimum level of compensation and increase the minimum level of health care benefits that Agency contractors and developers are required to provide to their employees who work on Agency contracts and projects. (Resolution No. 34-2009)

Action Taken: _____

REGULAR AGENDA

Staff presentation estimated time: 15 minutes

- (c) Budget Workshop II

Staff presentation estimated time: 10 minutes

- (d) Authorizing a Personal Services Contract with the Corporation for Supportive Housing, a Delaware nonprofit corporation, for a total aggregate amount not to exceed \$300,000, for a term beginning April 8, 2009 and ending April 7, 2012, for as-needed technical assistance services to supportive housing developers and operators; Citywide Tax Increment Housing Program. (Resolution No. 35-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (e) Conditionally approving the combined Basic Conceptual and Schematic Designs for residential projects on Blocks 50 and 51 at Hunters Point Shipyard; Granting a density Bonus for Blocks 51 and requiring one additional affordable housing unit in Phase 1; and Adopting Environmental Findings pursuant to the California Environmental Quality Act; Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 36-2009)

Action Taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters.
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session: (a) Pursuant to Section 54597 (b) (1) of the Government Code regarding personnel matters: evaluation of performance of the Executive Director
11. Adjournment

REDEVELOPMENT AGENCY of the City and County of San Francisco



Gavin Newsom, Mayor

Ramon Romero, President
Rick Swig, Vice President
Francée Covington
London Breed
Linda A. Cheu
Leroy King
Darshan Singh

Fred Blackwell, Executive Director
Gina E. Solis, Commission Secretary



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APR 17 2009

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Tuesday, April 21, 2009 • 4:00 p.m.

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ACCESSIBLE MEETING POLICY

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REGULAR MEETING AGENDA

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any.
3. Matters of Unfinished Business
4. Matters of New Business

CONSENT AGENDA

Estimated time: 5 minutes

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- (a) Approval of Minutes: Meeting of April 7, 2009
- (b) Amending the Model Block Rehabilitation Loan Program to clarify the allowable use of loan funds, establish asset eligibility criteria, and raise the maximum eligible income to 120% of Area Median Income; Bayview Hunters Point Redevelopment Project Area. (Resolution No. 37-2009)
- (c) Authorizing a Second Amendment to the Exclusive Negotiations Agreement with Michael Simmons Property Development, Inc., a California Corporation, to extend the term 14 months from May 8, 2009 to July 8, 2010, for the development of 32 low- and moderate- income first-time homebuyer housing units at 1345 Turk Street; Citywide Tax Increment Housing Program. (Resolution No. 38-2009)

Action Taken: _____

REGULAR AGENDA

Staff presentation estimated time: 10 minutes

- (d) Approving the proposed budget for the period July 1, 2009 through June 30, 2010 and authorizing the Executive Director to submit the Budget to the Mayor's Office. (Resolution No. 39-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (e) Authorizing a Personal Services Contract with Community Housing Partnership Enterprises, a non-profit organization, for a term of three-years, in an amount not to exceed \$125,000, to provide move-out cleaning and repair services for vacated Agency-owned affordable housing units; All Redevelopment Project Areas and City-Wide. (Resolution No. 40-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (f) Authorizing submittal of an application to the State of California's Department of Housing and Community Development for \$14,590,639 under the Infill Infrastructure Grant Program for infrastructure improvements (the "Program") for Phase 1 of the Hunters Point Shipyard development, and execution of a standard agreement and any amendments thereto, and any related documents necessary for participation in the Program, if selected for funding; and adopting environmental findings pursuant to the California Environmental Quality Act; Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 41-2009)

Action Taken: _____

Staff presentation estimated time: 30 minutes

- (g) Workshop on the design of the Transbay Transit Center, pursuant to the Implementation Agreement with the Transbay Joint Powers Authority; Transbay Redevelopment Project Area.

5. Matters not appearing on Agenda

6. Persons wishing to address the members on non-Agenda, but Agency related matters.

7. Report of the President

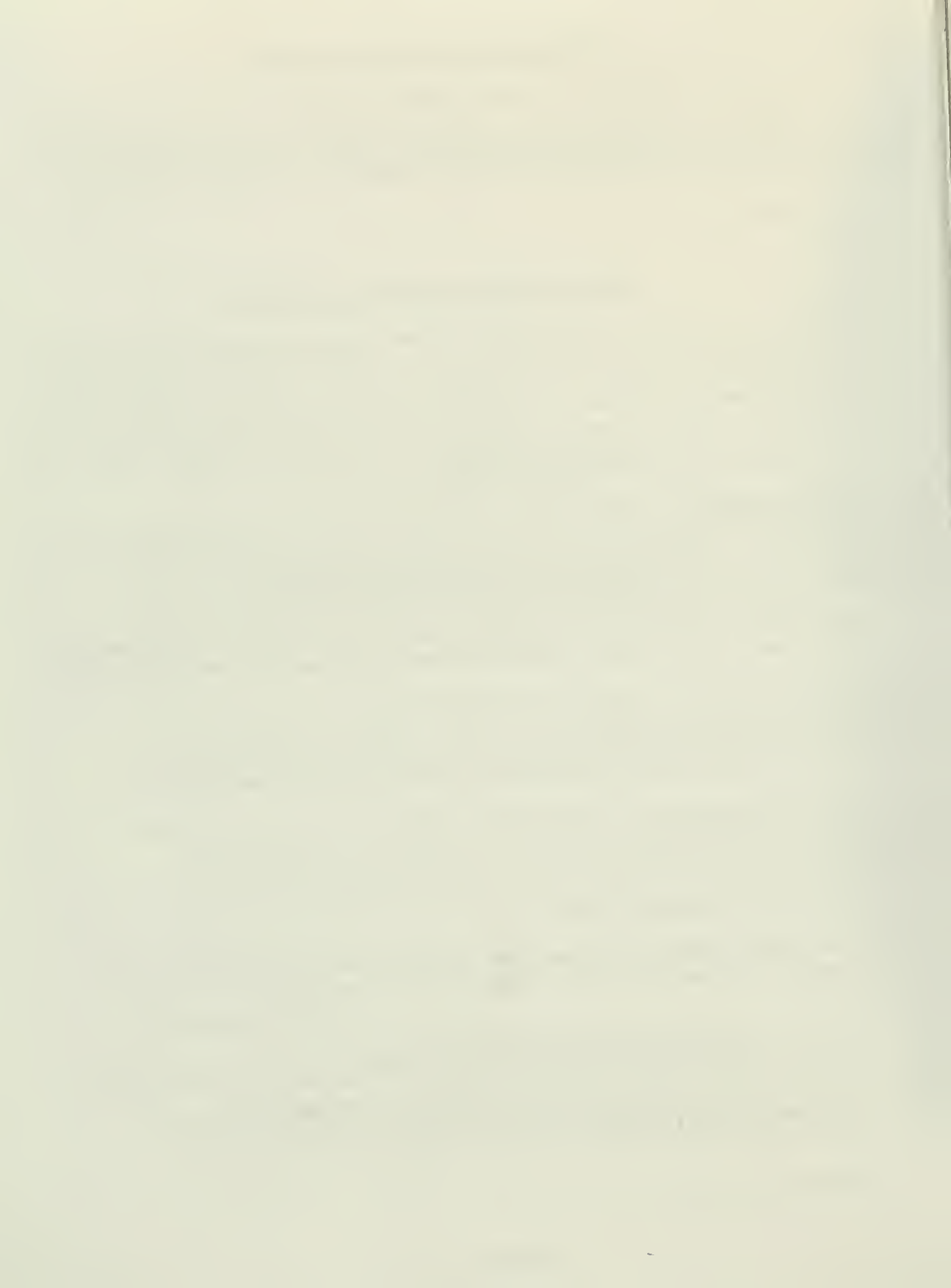
8. Report of the Executive Director

9. Commissioners' Questions and Matters

10. Closed Session: **Continued from April 7, 2009:** (a) Pursuant to Section 54597 (b) (1) of the Government Code regarding personnel matters: evaluation of performance of the Executive Director.

(b) Pursuant to Government Code § 54957.6 to confer with Agency designated representatives regarding negotiations with the International Federation of Professional and Technical Engineers (IFPTE) Local 21 representing the Engineers and Architects bargaining unit, the Management/Supervisory bargaining unit, and the Professional/ Technical bargaining unit. Agency negotiators: Fred Blackwell, Amy Lee, and James B. Morales.

11. Adjournment



REDEVELOPMENT AGENCY

of the

City and County of San Francisco



Gavin Newsom, Mayor

Ramon Romero, President
Rick Swig, Vice President
Francee Covington
London Breed
Linda A. Cheu
Leroy King
Darshan Singh

Fred Blackwell, Executive Director
Gina E. Solis, Commission Secretary



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MAY - 1 2009

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Tuesday, May 5, 2009 • 4:00 p.m.

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REGULAR MEETING AGENDA

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any.
3. Matters of Unfinished Business: **None.**
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

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- (a) Approval of Minutes: Meeting of April 21, 2009

Action Taken: _____

REGULAR AGENDA

Staff presentation estimated time: 10 minutes

- (b) Authorizing a First Amendment to the Personal Services Contract with the Puccini Group, A California Corporation, to Extend the Contract Term 12 months from May 5, 2009 to May 30, 2010; To Amend the Scope of Services to Provide Strategic Plans for Four Restaurants Participating in the Agency's Amended Revolving Loan Program; and to Increase the Contract Amount by \$210,000 for a Total Aggregate Amount Not to Exceed \$235,000; former Western Addition Redevelopment Project Area A-2. (Resolution No. 34-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (c) Authorizing an Exclusive Negotiations Agreement and a Predevelopment Loan Agreement, in an amount not to exceed \$203,880 with Chinatown Community Development Center, a California nonprofit public benefit corporation, and Em Johnson Interest, Inc., a California Corporation, for development of 100 affordable senior rental housing units on Central Freeway Parcel C, southwest corner of Golden Gate Avenue and Franklin Street, in the former Western Addition A-2 Redevelopment Project Area; Citywide Housing Tax Increment Program. (Resolution No. 35-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (d) Authorizing a First Amendment to the Tax Increment Regulatory And Grant Agreement for a current grant amount of \$379,820, for an aggregate amount not to exceed \$2,541,620, and an Amended and Restated Housing Opportunities for Persons With AIDS Capital Loan Agreement for a Current Loan Amount Of \$94,955, for an aggregate amount not to exceed \$694,955, with Community Treatment Awareness Services, Inc., a California nonprofit public benefit corporation, for the rehabilitation of a 54 bed shelter, A Woman's Place, 1049 Howard Street; within the South of Market Redevelopment Project Area; Citywide Tax Increment Housing Program. (Resolution No. 36-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (e) Approving a Memorandum of Understanding between the Redevelopment Agency of the City and County of San Francisco, the City and County of San Francisco, and the California Department of Parks and Recreation in an amount not to exceed \$459,332 for the Candlestick Point State Recreation Area, including the preparation of a State General Plan; Hunters Point Shipyard and Bayview Hunters Point Redevelopment Project Areas. (Resolution No. 37-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (f) Authorizing a Letter Agreement with the Planning Department of the City and County of San Francisco, in an amount not to exceed \$154,220, for completion of environmental review of proposed Zone One streetscape changes as identified in the Transbay Streetscape and Open Space Plan; Transbay Redevelopment Project Area. (Resolution No. 38-2009)

Action Taken: _____

5. Matters not appearing on Agenda: **None**
6. Persons wishing to address the members on non-Agenda, but Agency related matters.
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session: **None**
11. Adjournment

REDEVELOPMENT AGENCY

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MAY 15 2009

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Tuesday, May 19, 2009 • 4:00 p.m.

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ACCESSIBLE MEETING POLICY

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REGULAR MEETING AGENDA

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any.
3. Matters of Unfinished Business: **None**
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

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- (a) Approval of Minutes: Meeting of May 5, 2009.
- (b) Authorizing a Second Amendment to the Lease Agreement with Toshiba Financial Services, a California corporation, to extend the term, 90 days from May 31, 2009 through August 31, 2009, for two Estudio 520 Black and White Copiers and to increase the lease payment by \$2,500 for a total aggregate amount not to exceed \$56,600. (Resolution No. 47-2009)
- (c) Authorizing a Second Amendment to the General Maintenance Agreement with Toshiba Business Solutions, a California corporation, to extend the maintenance term, 90 days from May 31, 2009 through August 31, 2009, for two Estudio 520 Black and White Copiers and to increase the contract amount by \$2,500 for a total aggregate amount not to exceed \$58,500. (Resolution No. 48-2009)
- (d) Authorizing a Personal Services Contract with Helene Fried and Associates, a sole proprietorship, for a one-year term, with one, one-year extension, for a total aggregate contract amount not to exceed \$230,000, to provide support services related to implementation of the Cultural Historic Recognition Program on the Hunters Point Shipyard, including assisting with the commissioning, installation and maintenance of works of art; Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 49-2009)

Action Taken: _____

REGULAR AGENDA

Staff presentation estimated time: 10 minutes

- (e) Adopting the Mayor's Policy on Discriminatory or Harassing Remarks Made at Public Meetings. (Resolution No. 50-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (f) Authorizing the issuance, sale and delivery of multifamily housing revenue bonds, in one or more series, in an aggregate principal amount not to exceed \$26,000,000 to assist Nihonmachi Terrace Limited Partnership with the financing of the acquisition and rehabilitation of affordable residential rental facilities known as Nihonmachi Terrace Apartments at 1615 Sutter Street and authorizing and approving related actions and authorizing the execution and delivery of related documents. (Resolution No. 51-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (g) Authorizing a Personal Services Contract with Wallace Roberts and Todd, Inc., dba, WRT/Solomon E.T.C., a California corporation, for a one-year term, with two, one-year extensions, for a total aggregate contract amount not to exceed \$2,500,000, to provide design and planning services for the Community Facilities Parcel on the Hunters Point Shipyard; Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 52-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (h) Authorizing a Construction Contract with NCR Construction Inc., a California corporation, for an amount not to exceed \$1,899,136.00 for construction of improvements to Building 101 on the Hunters Point Shipyard, allowing Cal Pacific to withdraw its bid, and authorizing a lien and any related documents for the land under Building 101; Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 53-2009)

Action Taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters.
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session: **(a)** Pursuant to Section 54597 (b) (1) of the Government Code regarding personnel matters: evaluation of performance of the Commission Secretary.
11. Adjournment

REDEVELOPMENT AGENCY

of the

City and County of San Francisco



Gavin Newsom, Mayor

Ramon Romero, President
Rick Swig, Vice President
Francee Covington
London Breed
Linda A. Cheu
Leroy King
Darshan Singh

Fred Blackwell, Executive Director
Gina E. Solis, Commission Secretary



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MAY 29 2009

A G E N D A
Tuesday, June 2, 2009 • 4:00 p.m.

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ACCESSIBLE MEETING POLICY

05-29-J9P12:11 RCVD

**For additional information about the Agenda items, visit the Agency's web site
to access staff reports and relevant materials – www.sfgov.org/sfra**

1. The meeting/hearing will be held in City Hall, Room 416, 1 Dr. Carlton B. Goodlett Place, San Francisco. The room is wheelchair accessible and has accessible seating for persons with disabilities and those using wheelchairs.
 2. The closest accessible BART station is Civic Center, three blocks from City Hall. Accessible MUNI lines serving this location are: #47 Van Ness, #49 Van Ness, #71 Haight/Noriega, #5 Fulton, #21 Hayes, #6 Parnassus, #7 Haight, the F Line to Market and Van Ness and any line serving the Metro Stations at Van Ness and Market and at Civic Center. For more information about MUNI accessible services, call 415-673-6142.
 3. There is accessible parking across from City Hall at the Civic Center Garage.
 4. The following services are available by calling the Redevelopment Agency at (415) 749-2400 at least 72 hours prior to the meeting/hearing: American Sign Language interpreters, use of a reader during a meeting, or a sound enhancement system. Following a meeting minutes can be made available by audiocassette tape or alternative formats.
 5. Requests for language interpreters at a meeting must be received at least 72 hours in advance of the meeting to help ensure availability. Please contact the Redevelopment Agency at (415) 749-2400.
 6. In order to assist the Agency's efforts to accommodate persons with severe allergies, environmental illness, multiple chemical sensitivity or related disabilities, attendees at public meetings are reminded that other attendees may be sensitive to various chemical based products. Please help the Agency to accommodate these individuals.
-

REGULAR MEETING AGENDA

PLEASE NOTE: SHOULD YOU WISH TO ADDRESS THE COMMISSION, FILL OUT A "SPEAKERS CARD" PROVIDED BY THE AGENCY SECRETARY, AND SUBMIT THE COMPLETED CARD TO THE AGENCY SECRETARY. REMARKS ARE LIMITED TO THREE (3) MINUTES, UNLESS AN EXTENSION OF TIME IS GRANTED.

1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any.
3. Matters of Unfinished Business. None
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

ALL MATTERS LISTED HEREUNDER CONSTITUTE A CONSENT AGENDA, ARE CONSIDERED TO BE ROUTINE BY THE REDEVELOPMENT AGENCY COMMISSION, AND WILL BE ACTED UPON BY A SINGLE VOTE OF THE COMMISSION. THERE WILL BE NO SEPARATE DISCUSSION OF THESE ITEMS UNLESS A MEMBER OF THE COMMISSION OR THE PUBLIC SO REQUESTS, IN WHICH EVENT THE MATTER SHALL BE REMOVED FROM THE CONSENT AGENDA AND CONSIDERED AS A SEPARATE ITEM:

- (a) Approval of Minutes: Meeting of May 19, 2009.
- (b) Authorizing a Personal Services Contract with Poor People's Radio, Inc., a California nonprofit public benefit corporation, for a term of three years, in an amount not to exceed \$121,052.50 per year for a total aggregate amount not to exceed \$363,037.50 to provide redevelopment related community education and outreach through live radio broadcasts of Agency Commission meetings and other Agency related programs; All Redevelopment Project Areas. (Resolution No. 54-2009)
- (c) Approving a fiscal year 2009-2010 operating budget in an amount not to exceed \$255,194 under the Maintenance and Management Agreement with the Port of San Francisco for the maintenance and management of Rincon Park; Rincon Point-South Beach Redevelopment Project Area. (Resolution No. 55-2009)
- (d) Authorizing an extension of time for a Panel of Environmental Assessment Firms for a period of six months from June 7, 2009 to December 7, 2009; All Redevelopment Project and Survey Areas. (Resolution No. 56-2009)

Action Taken: _____

4. Matters of New Business:

REGULAR AGENDA

Staff presentation estimated time: 20 minutes

- (e) Workshop to discuss the current workforce strategy which coordinates efforts between the Office of Economic and Workforce Development and the Agency in an effort to eliminate barriers to employment, streamline reporting, and improve training and placement services; All Redevelopment Project Areas.

Staff presentation estimated time: 10 minutes

- (f) Conditionally approving the Schematic Design for Open Space Parcels P26 and P27 in the Mission Bay South Redevelopment Project Area pursuant to the Owner Participation Agreement with FOCIL-MB; LLC and adopting environmental findings pursuant to the California Environmental Quality Act; Mission Bay South Redevelopment Project Area. (Resolution No. 57-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (g) Approving proposed changes to the budget for the period July 1, 2009 through June 30, 2010 and authorizing the Executive Director to submit the Budget to the Mayor's Office. (Resolution No. 58-2009)

Action Taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters.
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session
11. Adjournment

REDEVELOPMENT AGENCY

of the

City and County of San Francisco



Gavin Newsom, Mayor

Ramon Romero, President
Rick Swig, Vice President
Francine Covington
London Breed
Linda A. Cheu
Leroy King
Darshan Singh

Fred Blackwell, Executive Director
Gina E. Solis, Commission Secretary



06-12-09A09:32 RCVD

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JUN 12 2009

A G E N D A
Tuesday, June 16, 2009 • 4:00 p.m.

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ACCESSIBLE MEETING POLICY

**For additional information about the Agenda items, visit the Agency's web site
to access staff reports and relevant materials – www.sfgov.org/sfra**

1. The meeting/hearing will be held in City Hall, Room 416, 1 Dr. Carlton B. Goodlett Place, San Francisco. The room is wheelchair accessible and has accessible seating for persons with disabilities and those using wheelchairs.
 2. The closest accessible BART station is Civic Center, three blocks from City Hall. Accessible MUNI lines serving this location are: #47 Van Ness, #49 Van Ness, #71 Haight/Noriega, #5 Fulton, #21 Hayes, #6 Parnassus, #7 Haight, the F Line to Market and Van Ness and any line serving the Metro Stations at Van Ness and Market and at Civic Center. For more information about MUNI accessible services, call 415-673-6142.
 3. There is accessible parking across from City Hall at the Civic Center Garage.
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 5. Requests for language interpreters at a meeting must be received at least 72 hours in advance of the meeting to help ensure availability. Please contact the Redevelopment Agency at (415) 749-2400.
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-

REGULAR MEETING AGENDA

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any.
3. Matters of Unfinished Business. None
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

ALL MATTERS LISTED HEREUNDER CONSTITUTE A CONSENT AGENDA, ARE CONSIDERED TO BE ROUTINE BY THE REDEVELOPMENT AGENCY COMMISSION AND WILL BE ACTED UPON BY A SINGLE VOTE OF THE COMMISSION. THERE WILL BE NO SEPARATE DISCUSSION OF THESE ITEMS UNLESS A MEMBER OF THE COMMISSION OR THE PUBLIC SO REQUESTS, IN WHICH EVENT THE MATTER SHALL BE REMOVED FROM THE CONSENT AGENDA AND CONSIDERED AS A SEPARATE ITEM:

- (a) Authorizing a 2009-2010 Fiscal Agent Agreement with the County of San Mateo in an amount not to exceed \$779,300, from July 1, 2009 to June 30, 2010; Housing Opportunities for Persons with AIDS Program. (Resolution No. 59-2009)
- (b) Authorizing a 2009-2010 Fiscal Agent Agreement with the County of Marin in an amount not to exceed \$375,940, from July 1, 2009 to June 30, 2010; Housing Opportunities for Persons with AIDS Program. (Resolution No. 60-2009)
- (c) Authorizing a Fourth Amendment to the Personal Services Contract with Business Development, Inc., a California Corporation, to extend the term of the contract for two months from June 30, 2009 to August 31, 2009 in an amount not to exceed \$38,460, for a total aggregate amount not to exceed \$622,210, to provide fiscal agent and administrative support services to the Bayview Hunters Point Project Area Committee; Bayview Hunters Point Redevelopment Project Area. (Resolution No. 61-2009)
- (d) Intention to annex territory (Block X-4) to the Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 5 (Mission Bay Maintenance District) and to authorize the levy of special taxes therein; Mission Bay South Redevelopment Project Area. (Resolution No. 62-2009)
- (e) Authorizing the Executive Director to apply for and, if awarded, to accept approximately \$25 Million in Neighborhood Stabilization Program-2 Funds from the United States Department of Housing and Urban Development ("HUD") for use in the development of approximately 100 units of affordable rental housing; Hunters Point Shipyard Project Area. (Resolution No. 63-2009)

- (f) Authorizing a Personal Services Contract with Kelley & VerPlanck, a California Corporation, for a one-year term in an amount not to exceed \$150,000, with two one-year extensions, to conduct a Historic Resources Survey and Context Statement; Bayview Hunters Point Redevelopment Project Area. (Resolution No. 64-2009)

Action Taken: _____

BEFORE THE REGULAR AGENDA ITEMS ARE CONSIDERED, THE REDEVELOPMENT AGENCY COMMISSION WILL RECESS TO CONSIDER ITEMS ON THE FINANCING AUTHORITY AGENDA, AFTER WHICH THE REDEVELOPMENT AGENCY COMMISSION WILL RECONVENE TO CONSIDER THE REMAINING AGENDA

4. Matters of New Business:

REGULAR AGENDA

Agenda Items 4(g), (h) & (i) will be presented together, but acted on separately

Staff presentation estimated time: 10 minutes

- (g) Authorizing the execution of Loan Agreements in an aggregate principal amount not to exceed \$75,000,000 relating to the issuance of the 2009 Series A Taxable Tax Allocation Revenue Bonds (San Francisco Redevelopment Projects) by the City and County of San Francisco Redevelopment Financing Authority; approving the final Official Statement relating to the bonds, and authorizing and approving other matters properly relating thereto (Bayview Hunters Point Redevelopment Project Area – Project Area B, Mission Bay North Project Area, Mission Bay South Project Area, Rincon Point - South Beach Redevelopment Project Area, Transbay Redevelopment Project Area, Former Western Addition Redevelopment Project Area A-2 and Yerba Buena Center Approved Redevelopment Project Area D-1). (Resolution No. 65-2009)

Action Taken: _____

- (h) Authorizing the execution of Loan Agreements in an aggregate principal amount not to exceed \$25,000,000 relating to the issuance of the 2009 Series B Tax Allocation Revenue Bonds (San Francisco Redevelopment Projects) by the City and County of San Francisco Redevelopment Financing Authority; approving the final Official Statement relating to the bonds, and authorizing and approving other matters properly relating thereto (Bayview Hunters Point Redevelopment Project Area – Project Area B, South of Market Redevelopment Project Area, Transbay Redevelopment Project Area, and Yerba Buena Center Approved Redevelopment Project Area D-1). (Resolution No. 66-2009)

Action Taken: _____

- (i) Authorizing the execution of Loan Agreements in an aggregate principal amount not to exceed \$70,000,000 relating to the issuance of the 2009 Series C Tax Allocation Revenue Bonds (San Francisco Redevelopment Projects) by the City and County of San Francisco Redevelopment Financing Authority; approving the final Official Statement relating to the bonds, and authorizing and approving other matters properly relating thereto, (Mission Bay North Project Area and Mission Bay South Project Area). (Resolution No. 67-2009)

Action Taken: _____

Staff presentation estimated time: 5 minutes

- (j) Upholding the Executive Director's decision to deny Western Commercial Partnership I, LLC's March 12, 2009 written request to the Agency to pay half the cost of repairs to the privately owned walkway in front of Webster Tower & Terrace at 1489 Webster Street based on the Agency's lack of authority to pay for improvements to private property without an additional public benefit. (Resolution No. 68-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (k) Authorizing a Personal Services Contract with Willie B. Kennedy, a sole proprietorship, dba W. B. Kennedy & Associates, for a 3-year term in an amount not to exceed \$986,950, to manage the Agency's Hunters Point Shipyard Site Office and to provide outreach and administrative support services to the Hunters Point Shipyard Citizens Advisory Committee and the Agency; Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 69-2009)

Action Taken: _____

Agenda Items 4(l) & 4(m) will be presented together, but acted on separately

Staff presentation estimated time: 10 minutes

- (l) Authorizing a Letter Agreement with the Mayor's Office of Community Investment in an amount not to exceed \$1,474,140 for the administration of contracts with four community-based organizations to provide economic development services from July 1, 2009 to June 30, 2010; All Redevelopment Project Areas. (Resolution No. 70-2009)

Action Taken: _____

- (m) Authorizing a Third Amendment to the Amended and Restated Letter Agreement with the Mayor's Office of Community Investment, in an amount not to exceed \$458,112 for the administration of contracts with two community-based organizations to provide workforce development services from July 1, 2009 to December 31, 2009; All Redevelopment Project Areas. (Resolution No. 71-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (n) Authorizing a Personal Services Contract with MJM Management Group, a California corporation, for property management of Yerba Buena Gardens for an initial term of 36 months, for a monthly management fee of \$10,143, with an Agency option to extend the contract for one additional 36-month period, with a 3% increase in the monthly management fee, for a total aggregate amount of \$741,252, subject to appropriation of funds; Yerba Buena Center Redevelopment Project Area. (Resolution No. 72-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (o) Authorizing the Executive Director to award Contract No. HPS 001-09 to Angotti & Reilly, Inc., a California corporation, for an amount not to exceed \$1,797,733 for construction of improvements to Building 101 on the Hunters Point Shipyard and authorizing a lien and any related documents for the land under Building 101; Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 73-2009)

Action Taken: _____

- 5. Matters not appearing on Agenda
- 6. Persons wishing to address the members on non-Agenda, but Agency related matters.
- 7. Report of the President
- 8. Report of the Executive Director
- 9. Commissioners' Questions and Matters
- 10. Closed Sessions:

(a) Pursuant to Government Code Section 54956.9(a): Conference with Legal Counsel (Erickson, Beasley & Hewitt, LLP) regarding litigation: Redevelopment Agency of the City and County of San Francisco, Plaintiff, vs. Branch Limited Partnership, an Oregon Limited Partnership; I.M. and S.I. Patel Living Trust, All persons unknown claiming an interest in the property; and Does One through Fifty, inclusive, Defendants.

- 11. Adjournment

REDEVELOPMENT AGENCY of the City and County of San Francisco



Gavin Newsom, Mayor

Ramon Romero, President
Rick Swig, Vice President
London Breed
Linda A. Cheu
Francene Covington
Leroy King
Darshan Singh

Fred Blackwell, Executive Director
Gina E. Solis, Commission Secretary



06-19-09A08:42 RCVD

**SOUTH BEACH HARBOR COMMUNITY ROOM
THE EMBARCADERO, PIER 40
SAN FRANCISCO, CA 94107**

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**SPECIAL MEETING AGENDA
Tuesday, June 23, 2009 • 9:00 a.m.**

JUN 19 2009

ACCESSIBLE MEETING POLICY

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For additional information about the Agenda items, visit the Agency's web site to access staff reports and relevant materials – www.sfgov.org/sfra. These reports and all public records that the Agency has received to date for a particular item are also available for public inspection during regular business hours at the Redevelopment Agency, Office of the Commission Secretary, One South Van Ness, 5th Floor, San Francisco, CA 94103 (telephone number: (415) 749-2400

1. The meeting/hearing will be held at the South Beach Harbor, The Embarcadero, Pier 40, in the South Beach Harbor Community Room, San Francisco. The room is wheelchair accessible and has accessible seating for persons with disabilities and those using wheelchairs.
2. The closest accessible BART station is the Embarcadero or Montgomery Street stations. Walk or transfer to the Muni Metro T line directly to the AT&T ballpark – the Second and King Muni Metro station is right next to the Harbor. Muni buses 15, 30 and 45 also stop within one block of the Harbor. For more information about MUNI accessible services, call 415-673-6142.
3. There is accessible but limited parking at the South Beach Harbor. There are public parking facilities in the immediate area with one of the largest lots located at Brannan and the Embarcadero. Subject to availability, South Beach Harbor visitors can park for up to two hours in designated spaces in the visitor lot on Pier 40 (at Townsend and the Embarcadero). Without prior approval, no visitors are allowed in the permit parking lots (inside Pier 40 or in the south lot off Second and King Streets). Cars without permits in these permit parking lots are subject to towing.
4. The following services are available by calling the Redevelopment Agency at (415) 749-2400 at least 72 hours in advance to ensure availability prior to the meeting/hearing: American Sign Language interpreters, language interpreters, use of a reader during a meeting, or a sound enhancement system. Following a meeting minutes can be made available by audiocassette tape or alternative formats.
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**SAN FRANCISCO REDEVELOPMENT AGENCY
COMMISSION RETREAT
SPECIAL MEETING AGENDA**

1. Recognition of a Quorum
2. Persons wishing to address the members on non-Agenda, but Agency related matters
3. The Commission of the Redevelopment Agency will hold a retreat for the purpose of discussing the following:
 - (a) Discussion on Expiring Project Areas and Emerging Project Areas
 - (b) Agency Operations prioritized:
 - Communications
 - Infrastructure
 - Workforce

THE FOLLOWING WILL BE HEARD AT A TIME CERTAIN OF 3:00 P.M.

4. Matters of New Business:

Staff presentation estimated time: 5 minutes

- (a) Authorizing a Personal Services Contract with A TopNotch Security, Inc., a California Corporation, for security guard services at South Beach Park and Harbor for a term of one year with two one-year options, in an amount not to exceed \$81,500 for the first year and a total aggregate amount not to exceed \$253,000, subject to the annual appropriation of funds; Rincon Point-South Beach Redevelopment Project Area. (Resolution No. 74-2009)

Action Taken: _____

Staff presentation estimated time: 5 minutes

- (b) Authorizing a Personal Services Contract with Community Vocational Enterprise, Inc., a California nonprofit social enterprise Corporation dba Industrial Maintenance Engineers, for janitorial services at South Beach Park and Harbor, for a term of one year with two one-year options, in an amount not to exceed \$86,680 for the first year and a total aggregate amount not to exceed \$269,000, subject to the annual appropriation of funds; Rincon Point-South Beach Redevelopment Project Area. (Resolution No. 75-2009)

Action Taken: _____

5. **Closed Session:** (a) Pursuant to Section 54597 (b) (1) of the Government Code regarding personnel matters: evaluation of performance of the Executive Director.
6. **Adjournment**

Members of the public have a right to comment on the matters described above either before or after consideration of the item.

REDEVELOPMENT AGENCY

of the

City and County of San Francisco



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Ramon E. Romero, President
Rick Swig, Vice-President
London Breed
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Fred Blackwell, Executive Director
Gina E. Solis, Commission Secretary



CITY HALL, ROOM 416
1 DR. CARLTON B. GOODLETT PLACE
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NOTE: QUESTIONS MAY BE DIRECTED TO GINA E. SOLIS,
AGENCY COMMISSION SECRETARY, AT (415) 749-2457

CANCELLATION NOTICE

THERE WILL BE NO COMMISSION MEETING ON

TUESDAY JULY 7, 2009

06-22-09A10-11 RCVD

THE NEXT REGULAR MEETING WILL BE HELD ON

TUESDAY, JULY 21, 2009

GOVERNMENT
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Prepared and mailed June 17, 2009

JUN 22 2009

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REDEVELOPMENT AGENCY of the City and County of San Francisco



Gavin Newsom, Mayor

Ramon Romero, President
Rick Swig, Vice President
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07-17-09A08:55 RCVD

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JUL 17 2009

A G E N D A
Tuesday, July 21, 2009 • 4:00 p.m.

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ACCESSIBLE MEETING POLICY

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1. The meeting/hearing will be held in City Hall, Room 416, 1 Dr. Carlton B. Goodlett Place, San Francisco. The room is wheelchair accessible and has accessible seating for persons with disabilities and those using wheelchairs.
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REGULAR MEETING AGENDA

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any.
3. Matters of Unfinished Business
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

ALL MATTERS LISTED HEREUNDER CONSTITUTE A CONSENT AGENDA, ARE CONSIDERED TO BE ROUTINE BY THE REDEVELOPMENT AGENCY COMMISSION, AND WILL BE ACTED UPON BY A SINGLE VOTE OF THE COMMISSION. THERE WILL BE NO SEPARATE DISCUSSION OF THESE ITEMS UNLESS A MEMBER OF THE COMMISSION OR THE PUBLIC SO REQUESTS, IN WHICH EVENT THE MATTER SHALL BE REMOVED FROM THE CONSENT AGENDA AND CONSIDERED AS A SEPARATE ITEM:

- (a) Authorizing a Letter Agreement with the San Francisco County Transportation Authority in an amount not to exceed \$265,868, including \$244,098 in previously authorized funds, to complete construction documentation for the realignment of the Folsom Street Off-Ramp; Transbay Redevelopment Project Area. (Resolution No. 76-2009)
- (b) Authorizing a First Amendment to the Amended and Restated Tax Increment Loan Agreement with Green Blended Communities, LLC, a California Limited Liability Company, to modify the sources and uses of funds for the construction of 18 low-and moderate-income first-time homeownership units and ground floor commercial space at 4800 Third Street; Bayview Hunters Point Redevelopment Project Area. (Resolution No. 77-2009)
- (c) Authorizing a Second Amendment to an Amended and Restated Tax Increment Loan Agreement with Mercy Housing California XLI, a California Limited Partnership, to modify certain loan terms related to the construction of approximately 49 very low-income family rental units at 227-255 Seventh Street; South of Market Redevelopment Project Area. (Resolution No. 78-2009)
- (d) Authorizing the Executive Director to accept \$10,433,280 in Infill Infrastructure Grant Program Funds from the State Department of Housing and Community Development for use in the development of 223 affordable and market-rate rental housing at 5800 Third Street; Bayview Hunters Point Redevelopment Project Area. (Resolution No. 79-2009)

Action Taken:

REGULAR AGENDA

Agenda Items 4(e) and 4(f) will be presented together, but acted on separately

Staff presentation estimated time: 10 minutes

Public Hearing to hear all persons interested in Annexation of Territory (Block X-4), authorizing the Levy of a Special Tax, and submitting Levy of Special Tax to Qualified Elector; Mission Bay Redevelopment Project Area

- (e) Annexing Territory (Block X-4) to the Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 5 (Mission Bay Maintenance District). Authorizing the Levy of a Special Tax and Submitting Levy of Special Tax to Qualified Elector; Mission Bay South Redevelopment Area. (Resolution No. 80-2009)

Action Taken: _____

- (f) Declaring Results of Special Annexation Election (Block X-4), Determining Validity of Prior Proceedings, and Directing Recording of Amended Notice of Special Tax Lien; Mission Bay South Redevelopment Area. (Resolution No. 81-2009)

Action Taken: _____

Agenda Items 4(g) and 4(h) will be discussed together, but acted on separately

Staff presentation estimated time: 10 minutes

- (g) Amending the Agency's Small Business Enterprise ("SBE") Policy to increase the three year average annual gross receipts limit for suppliers from \$2 million to \$7 million, to separate the SBE Policy from the Agency's Purchasing Policy and to make other minor administrative changes. (Resolution No. 82-2009)

Action Taken: _____

- (h) Amending the Agency's Purchasing Policy and Procedures to update the authorized methods of procurement of goods and services by the Agency and to make other minor administrative changes. (Resolution No. 83-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (i) Approving a panel of outside legal counsel for public finance/bond counsel for three years and authorizing legal services contracts with panel members on an as-needed basis. (Resolution No. 84-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (j) Authorizing a Personal Services Contract with the San Francisco Housing Development Corporation, a California nonprofit public benefit corporation, in an amount not to exceed \$235,000, for homeowner assistance and housing development activities, Citywide Affordable Housing Program. (Resolution No. 85-2009)

Action Taken: _____

- 5. Matters not appearing on Agenda
- 6. Persons wishing to address the members on non-Agenda, but Agency related matters.
- 7. Report of the President
- 8. Report of the Executive Director
- 9. Commissioners' Questions and Matters
- 10. Closed Session: Pursuant to Government Code § 54957.6 to confer with Agency designated representatives regarding negotiations with the Service Employees International Union (SEIU) Local 1021 representing the Agency's Local 1021 bargaining unit and with the International Federation of Professional and Technical Engineers (IFPTE) Local 21 representing the Engineers and Architects bargaining unit, the Management/Supervisory bargaining unit, and the Professional/Technical bargaining unit. Agency negotiators: Fred Blackwell, James B. Morales, and Amy Lee.
- 11. Adjournment

REDEVELOPMENT AGENCY of the City and County of San Francisco



Gavin Newsom, Mayor

Ramon Romero, President
Rick Swig, Vice President
Francee Covington
London Breed
Linda A. Cheu
Leroy King
Darshan Singh

Fred Blackwell, Executive Director
Gina E. Solis, Commission Secretary



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A G E N D A

JUL 31 2009

Tuesday, August 4, 2009 • 4:00 p.m.

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ACCESSIBLE MEETING POLICY

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to access staff reports and relevant materials – www.sfgov.org/sfra**

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REGULAR MEETING AGENDA

PLEASE NOTE: SHOULD YOU WISH TO ADDRESS THE COMMISSION, FILL OUT A "SPEAKERS CARD" PROVIDED BY THE AGENCY SECRETARY, AND SUBMIT THE COMPLETED CARD TO THE AGENCY SECRETARY. REMARKS ARE LIMITED TO THREE (3) MINUTES, UNLESS AN EXTENSION OF TIME IS GRANTED.

1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any.
3. Matters of Unfinished Business. None
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

ALL MATTERS LISTED HEREUNDER CONSTITUTE A CONSENT AGENDA, ARE CONSIDERED TO BE ROUTINE BY THE REDEVELOPMENT AGENCY COMMISSION, AND WILL BE ACTED UPON BY A SINGLE VOTE OF THE COMMISSION. THERE WILL BE NO SEPARATE DISCUSSION OF THESE ITEMS UNLESS A MEMBER OF THE COMMISSION OR THE PUBLIC SO REQUESTS, IN WHICH EVENT THE MATTER SHALL BE REMOVED FROM THE CONSENT AGENDA AND CONSIDERED AS A SEPARATE ITEM:

- (a) Approval of Minutes: Regular Meeting of June 2, 2009
- (b) Approval of Minutes: Regular & Special Meeting of June 16, 2009
- (c) Approval of Minutes: Special Meeting of June 23, 2009
- (d) Authorizing the Executive Director to execute a Security Services Cooperative Agreement with the United States Department of the Navy (the "Navy") for a one-year term with four one-year extensions for security services paid with non-Agency funds at Hunters Point Shipyard; Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 86-2009)
- (e) Authorizing the execution of a Letter Agreement with the Office of the Controller, Accounting Operations and Systems Division to perform annual audits of the San Francisco Redevelopment Agency's Financial Statements for Fiscal Years Ending June 30, 2009 and June 30, 2010 for an amount not to exceed \$192,400. (Resolution No. 87-2009)
- (f) Authorizing a First Amendment to the Personal Services Contract with Traina Public Relations, a sole Proprietorship, to extend the term of the contract by Five Months from August 20, 2009 to January 20, 2010; to amend the Scope of Services to include Branding, Logo Design and Other Marketing Strategies for the Fillmore Jazz Preservation Community Benefits District, and to increase the amount of the contract by \$35,000 for a total aggregate amount not to exceed \$84,995. (Resolution No. 88-2009)

Action Taken: _____

REGULAR AGENDA

BEFORE THE REGULAR AGENDA ITEMS ARE CONSIDERED, THE REDEVELOPMENT AGENCY COMMISSION WILL RECESS TO CONSIDER ITEMS ON THE FINANCING AUTHORITY AGENDA, AFTER WHICH THE REDEVELOPMENT AGENCY COMMISSION WILL RECONVENE TO CONSIDER THE REMAINING AGENDA

Staff presentation estimated time: 5 minutes

- (g) Authorizing the execution of a Loan Agreement Relating to Yerba Buena Center Approved Redevelopment Project Area D-1 for both fiscal year 2008-09 and fiscal year 2009-10 in connection with the issuance by the City and County of San Francisco Financing Authority of not to exceed \$25,000,000 aggregate principal amount of 2009 Series B Tax Allocation Revenue Bonds (San Francisco Redevelopment Projects); and authorizing and approving other matters properly related thereto (Bayview Hunters Point Redevelopment Project Area – Project Area B, South of Market Redevelopment Project Area, Transbay Redevelopment Project Area and Yerba Buena Center Approved Redevelopment Project Area D-1). (Resolution No. 89-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (h) Authorizing a First Amendment to the Memorandum of Understanding with the City and County of San Francisco, acting by and through its Arts Commission, and the Mexican Museum, a California nonprofit corporation, to collaboratively develop and implement a predevelopment plan for a new museum associated with a new mixed-use project on a site that includes 706 Mission Street (Assessor's Block 3706, Lot 93) and Agency disposition parcel CB-1-MM (Assessor's Block 3706, portion of Lot 117); Yerba Buena Center Redevelopment Project Area. (Resolution No. 90-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (i) Authorizing a Loan Agreement with Bindlestiff Studio, a California nonprofit public benefit corporation, in an amount not to exceed \$52,000, for organizational development and construction management associated with the tenant improvements for the new theater space in the Plaza Apartments; South of Market Redevelopment Project Area. (Resolution No. 91-2009)

Action Taken: _____

Agenda Items 4(k) and (l) will be presented together, but acted on separately

Staff presentation estimated time: 10 minutes

- (j) Authorizing an Exclusive Negotiations Agreement with Folsom Essex LLC, a California limited liability corporation, for the development of approximately 120 units of very low-income supportive housing on Transbay Block 11A, southeast corner of Folsom and Essex Streets, and making environmental findings pursuant to the California Environmental Quality Act; Transbay Redevelopment Project Area. (Resolution No. 92-2009)

Action Taken: _____

- (k) Authorizing a Tax Increment Loan Agreement with Folsom Essex LLC, a California limited liability corporation, for a loan in an amount not to exceed \$3,181.995, for the predevelopment of approximately 120 units of very low-income supportive housing on Transbay Block 11A, southeast corner of Folsom and Essex Streets, and making environmental findings pursuant to the California Environmental Quality Act; Transbay Redevelopment Project Area. (Resolution No. 93-2009)

Action Taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters.
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session: (a) Pursuant to Section 54597 (b) (1) of the Government Code regarding personnel matters: Evaluation of performance of the Executive Director.
11. Adjournment

REDEVELOPMENT AGENCY

of the

City and County of San Francisco



Gavin Newsom, Mayor

Ramon Romero, President
Rick Swig, Vice President
Francee Covington
London Breed
Linda A. Cheu
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Gina E. Solis, Commission Secretary



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AUG 14 2009

A G E N D A

Tuesday, August 18, 2009 • 4:00 p.m.

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ACCESSIBLE MEETING POLICY

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1. The meeting/hearing will be held in City Hall, Room 416, 1 Dr. Carlton B. Goodlett Place, San Francisco. The room is wheelchair accessible and has accessible seating for persons with disabilities and those using wheelchairs.
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REGULAR MEETING AGENDA

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any.
3. Matters of Unfinished Business. None
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

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(a) Approval of Minutes: Regular Meeting of July 21, 2009

Action Taken: _____

REGULAR AGENDA

Staff presentation estimated time: 10 minutes

- (b) Authorizing a Personal Services Contract with Business Development, Inc., a California Corporation, for one year in an amount not to exceed \$300,000, with two one-year extension options, for a total aggregate amount not to exceed \$924,466, to provide fiscal agent and administrative support services to the Bayview Hunters Point Project Area Committee; Bayview Hunters Point Redevelopment Project Area. (Resolution No. 94-2009)

Action Taken: _____

Staff presentation estimated time: 20 minutes

(e) Update on the Bayview Hunters Point Redevelopment Survey Area C/India Basin Shoreline Draft Sub-Area Plan, Redevelopment Plan Amendment, Environmental Review, and Ongoing Community Planning Process.

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters.
7. Report of the President
8. Report of the Executive Director
9. Commissioners' Questions and Matters
10. Closed Session: Conference with Legal Counsel--Anticipated Litigation: Initiation of litigation pursuant to subdivision (c) of Section 54956.9 of the California Government Code.
11. Adjournment

REDEVELOPMENT AGENCY

of the

City and County of San Francisco



Gavin Newsom, Mayor

Ramon Romero, President
Riek Swig, Vice President
Francee Covington
London Breed
Linda A. Cheu
Leroy King
Darshan Singh

Fred Blackwell, Executive Director
Gina E. Solis, Commission Secretary



PLEASE NOTE CHANGE OF TIME AND ROOM

FOR THIS MEETING ONLY

08-28-09A08:18 RCWD

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AUG 28 2009

A G E N D A
Tuesday, September 1, 2009 • 5:00 p.m.

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ACCESSIBLE MEETING POLICY

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1. The meeting/hearing will be held in City Hall, Room 250, 1 Dr. Carlton B. Goodlett Place, San Francisco. The room is wheelchair accessible and has accessible seating for persons with disabilities and those using wheelchairs.
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REGULAR MEETING AGENDA

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any.
3. Matters of Unfinished Business. None
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

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- (a) Approval of Minutes: Meeting of August 4, 2009
- (b) Authorizing a First Amendment to the 2008-2009 Work Order Agreement with the Mayor's Office of Housing in an amount not to exceed \$100,000, for a one-year extension, with no additional funds, from July 1, 2008 and ending June 30, 2010, for homeownership assistance activities; Citywide Tax Increment Housing Program. (Resolution No. 95-2009)

Action Taken: _____

REGULAR AGENDA

Agenda items 4(c) – 4(g) will be presented together, but acted on separately

Staff presentation estimated time: 10 minutes

- (c) Authorizing execution of a Memorandum of Agreement with the Service Employees International Union (SEIU) Local 1021 Bargaining Unit, for the period of September 5, 2009 through June 30, 2011. (Resolution No. 96-2009)

Action Taken: _____

- (d) Authorizing execution of a Memorandum of Agreement with the International Federation of Professional and Technical Engineers (IFPTE) Local 21 Architects and Engineers unit for the period of September 5, 2009 through June 30, 2011. (Resolution No. 97-2009)

Action Taken: _____

- (e) Authorizing execution of a Memorandum of Agreement with the International Federation of Professional and Technical Engineers (IFPTE) Local 21 Professional/Technical Unit for the period of September 5, 2009 through June 30, 2011. (Resolution No. 98-2009)

Action Taken: _____

- (f) Authorizing execution of a Memorandum of Agreement with the International Federation of Professional and Technical Engineers (IFPTE) Local 21 Management/Supervisory Unit for the period of September 5, 2009 through June 30, 2011. (Resolution No. 99-2009)

Action Taken: _____

- (g) Establishing classifications of positions and compensation for Agency staff and establishing authority for appointment to and vacation from positions under said classifications and other matters. (Resolution No. 100-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (h) Authorizing a personal services contract with the Central Market Community Benefit District in an amount not to exceed \$150,000 to implement a community guides program on Sixth Street and adjacent alleyways to provide social service outreach and assistance to businesses, residents and visitors for a term of one year; South of Market Redevelopment Project Area. (Resolution No. 101-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (i) Authorizing a Work Order Agreement with the San Francisco Human Services Agency in an amount not to exceed \$601,390 for operating subsidies and supportive services funding; Citywide Tax Increment Housing Program. (Resolution No. 102-2009)

Action Taken: _____

5. Matters not appearing on Agenda
6. Persons wishing to address the members on non-Agenda, but Agency related matters.
7. Report of the President
8. Report of the Executive Director:
 - Costs for Providing Two Years Additional PERS Service Credit
9. Commissioners' Questions and Matters
10. Closed Session
11. Adjournment

REDEVELOPMENT AGENCY

of the

City and County of San Francisco



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Rick Swig, Vice-President
London Breed
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NOTE: QUESTIONS MAY BE DIRECTED TO GINA E. SOLIS,
AGENCY COMMISSION SECRETARY, AT (415) 749-2457

CANCELLATION NOTICE

THERE WILL BE NO COMMISSION MEETING ON

TUESDAY SEPTEMBER 15, 2009

**THE NEXT REGULARY SCHEDULED MEETING
WILL BE HELD ON**

TUESDAY, OCTOBER 6, 2009

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10-05-09A10:18 REV'D

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OCT -5 2009

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REGULAR MEETING AGENDA

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any.
3. Matters of Unfinished Business: None
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

ALL MATTERS LISTED HEREUNDER CONSTITUTE A CONSENT AGENDA, ARE CONSIDERED TO BE ROUTINE BY THE REDEVELOPMENT AGENCY COMMISSION, AND WILL BE ACTED UPON BY A SINGLE VOTE OF THE COMMISSION. THERE WILL BE NO SEPARATE DISCUSSION OF THESE ITEMS UNLESS A MEMBER OF THE COMMISSION OR THE PUBLIC SO REQUESTS, IN WHICH EVENT THE MATTER SHALL BE REMOVED FROM THE CONSENT AGENDA AND CONSIDERED AS A SEPARATE ITEM:

- (a) Approval of Minutes: Meeting of August 18, 2009
- (b) Approval of Minutes: Meeting of September 1, 2009
- (c) Authorizing a First Amendment to the Exclusive Negotiations Agreement and a First Amendment to the Predevelopment Loan Agreement with 474 Natoma, LLC, a California limited liability company, to extend the Schedule of Performance through August 21, 2010; South of Market Redevelopment Project Area; Citywide Tax Increment Housing Program. (Resolution No. 103-3009)
- (d) Authorizing a First Amendment to the Personal Services Contract with Westcoast Maintenance Service, a sole proprietorship, to increase the budget by \$60,000, for a total contract amount not to exceed \$167,938, to provide cleaning, maintenance and related services; All Redevelopment Project Areas and Citywide Housing Sites. (Resolution No. 104-2009)

Action Taken: _____

REGULAR AGENDA

Staff presentation estimated time: 5 minutes

- (e) Authorizing a Designated Period for Two Years Additional Service Credit under CalPERS and Certifying Compliance with California Government Code Section 20903. (Resolution No. 105-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (f) Authorizing a First Amendment to the Legal Services Contract with Shute, Mihaly & Weinberger LLP to provide specialized legal services primarily related to public trust and state park issues in the Candlestick Point Area of the Bayview Hunters Point and Hunters Point Shipyard Redevelopment Project Areas in the amount of \$200,000, for a total contract amount not to exceed \$450,000; Bayview Hunters Point and Hunters Point Shipyard Redevelopment Project Areas. (Resolution No. 106-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (g) Authorizing a First Amendment to the personal services contract with Renaissance Entrepreneurship Center, a California nonprofit corporation, to extend the term for one year to September 15, 2010, and increase the contract amount by \$155,865, for a total aggregate amount not to exceed \$225,865, for outreach, coordination, and support services to the Bayview Merchants Association; Bayview Hunters Point Redevelopment Project Area. (Resolution No. 107-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (h) Approving An Amendment Of The Agency's Fiscal Year 09/10 Budget To (1) Increase Expenditure Authority For Additional Grant Reimbursements From The U.S. Department Of Commerce, Economic Development Administration; (2) To Increase Expenditure Authority For Additional HOPWA Funds; (3) To Allocate \$28.6 Million For Payment To The Educational Revenue Augmentation Fund; (4) To Increase The Amount Of Bond Proceeds To Be Received By The Agency In An Additional Aggregate Principal Amount Not To Exceed \$28.0 Million; (5) To Amend The Agency's Fiscal Year 2009-10 Statement Of Indebtedness To Conform To The Changes In The Budget As Set Forth In The Supplemental Appropriations Request And Corresponding Obligations. (Resolution No. 108-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (i) Approving Amendments To The Yerba Buena Center Redevelopment Plan To Extend By One Year The Time Limit On The Effectiveness Of The Plan Pursuant To Section 33331.5 of the Community Redevelopment Law and To Extend Tax Increment Authority For Affordable Housing Funding Pursuant To Sections 33333.7 (Senate Bill No. 2113) and 33333.8 and Authorizing Transmittal To The Board Of Supervisors Of The City And County Of San Francisco; Yerba Buena Center Redevelopment Project Area. (Resolution No. 109-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (j) Authorizing a Letter Agreement with the Mayor's Office of Housing in an amount not to exceed \$2,253,745 to provide funding to Hunters View Associates, L.P., a California Limited Partnership, for the HOPE SF revitalization project Hunters View, Middle Point and West Point Roads (Block 4624, Lots 3, 4 & 9 and Block 4720, Lot 27) and making environmental findings pursuant to the California Environmental Quality Act; Bayview Hunters Point Redevelopment Project Area; Citywide Tax Increment Housing Program. (Resolution No. 110-2009)

Action Taken: _____

5. Matters not appearing on Agenda

6. Persons wishing to address the members on non-Agenda, but Agency related matters.

- *This portion of the Agenda is not intended for debate or discussion with the Commission or Staff.*
- *Please simply state your business or matter you wish the Commission or staff to be aware of.*
- *It is not appropriate for Commissioners to engage in a debate or respond on issues not properly set in a publicly-noticed meeting agenda.*
- *If you have questions or would like to bring a matter to the Commissions attention, please contact the Commission Secretary after the meeting or at Gina.Solis@sfgov.org.*

7. Report of the President

8. Report of the Executive Director – Update on the Hugo Hotel

9. Commissioners' Questions and Matters

10. Closed Session

11. Adjournment

REDEVELOPMENT AGENCY

of the

City and County of San Francisco



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A G E N D A

OCT 16 2009

Tuesday, October 20, 2009 • 4:00 p.m.

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ACCESSIBLE MEETING POLICY

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-

REGULAR MEETING AGENDA

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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any.
3. Matters of Unfinished Business. None
4. Matters of New Business:

REGULAR AGENDA

Estimated time: 5 minutes

- (a) Commending and expressing appreciation to Learlene Wright for her services on the occasion of her retirement from the Redevelopment Agency of the City and County of San Francisco. (Resolution No. 111-2009)

Action Taken: _____

Estimated time: 10 minutes

- (b) Commending and expressing appreciation to Ramon E. Romero for his dedicated service upon his occasion of his departure from the Redevelopment Agency of the City and County of San Francisco. (Resolution No. 112-2009)

Action Taken: _____

Estimated time: 10 minutes

- (c) Workshop on the Hunters Point Shipyard's Public Art program of the larger Cultural Historic Recognition Program; Hunters Point Shipyard Project Area.

Agenda Items 4(d) and (e) will be presented together, but acted on separately

Estimated time: 10 minutes

- (d) Authorizing an Amended and Restated Loan Agreement with Hunters View Associates, L.P., A California Limited Partnership, to increase the Master Planning Loan by an amount not to exceed \$441,991 for Master Planning of the Hunters View Housing Development at Middle Point and West Point Roads, for an aggregate loan amount not to exceed \$1,441,991; Bayview Hunters Point Redevelopment Project Area. (Resolution No. 113-2009)

Action Taken: _____

- (e) Authorizing a Second Amended and Restated Loan Agreement with Hunters View Associates, L.P., a California Limited Partnership, to reallocate funds and modify the budget for Phase I Construction costs for the Hunters View housing development at Middle Point and West Point Roads, for an Aggregate loan amount not to exceed \$9,817,252, and adopting Environmental Findings Pursuant to the California Environmental Quality Act; Bayview Hunters Point Redevelopment Project Area. (Resolution No. 114-2009)

Action Taken: _____

Agenda Items 4(f) and (g) will be presented together, but acted on separately

Estimated time: 10 minutes

- (f) Authorizing the acquisition of a portion of Block 3180, Lot 1 located at Ocean and Phelan Avenues from the City and County of San Francisco for an amount not to exceed \$4,350,000, for the construction of up to 80 units of low and very low-income rental units and approval of a form of a Permit To Enter with the City and County of San Francisco for the continued operation of its transit use on the site and removal and relocation of the existing bus loop prior to construction of the affordable housing, and adopting environmental findings pursuant to the California Environmental Quality Act; Citywide Tax Increment Housing Program. (Resolution No. 115-2009)

Action Taken: _____

- (g) Authorizing a Tax Increment Loan Agreement with Housing Services Affiliate of the Bernal Heights Neighborhood Center, a California nonprofit public benefit corporation, for a loan in an amount not to exceed \$1,500,000, for the predevelopment of up to 80 units of low and very low-income housing on a portion of Block 3180, Lot 1, west of the northwest corner of Ocean and Phelan Avenues, and adopting environmental findings pursuant to the California Environmental Quality Act; Citywide Tax Increment Housing Program. (Resolution No. 116-2009)

Action Taken: _____

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REDEVELOPMENT AGENCY

of the

City and County of San Francisco



Gavin Newsom, Mayor

Riek Swig, Acting President
Francine Covington
London Breed
Leroy King
Darshan Singh

Fred Blackwell, Executive Director
Gina E. Solis, Commission Secretary



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1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any.
3. Matters of Unfinished Business. None
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 10 minutes

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- (a) Approval of Minutes: Meeting of October 6, 2009
- (b) Authorizing a First Amendment to a Housing Opportunities for Persons with AIDS Supportive Services Agreement with Larkin Street Youth Services, a California nonprofit public benefit corporation, in an amount not to exceed \$148,713 for a total aggregate amount not to exceed \$1,193,145, for July 1, 2007 to June 30, 2010, for its Assisted Care Facility at 129 Hyde Street to provide program operating and service costs for youth living with HIV/AIDS; Housing Opportunities for Persons with AIDS Program. (Resolution No. 117-2009)
- (c) Authorizing a First Amendment to a Housing Opportunities for Persons with AIDS Supportive Services Agreement with Dolores Street Community Services, a California nonprofit public benefit corporation, in an amount not to exceed \$40,595 for a total aggregate amount not to exceed \$1,478,645, for July 1, 2007 to June 30, 2010, for the Richard M. Cohen Residence, located at 220 Dolores Street, to provide program operating and service costs for people living with HIV/AIDS; Housing Opportunities for Persons with AIDS Program. (Resolution No. 118-2009)
- (d) Authorizing a First Amendment to a Housing Opportunities for Persons with AIDS Supportive Services Agreement with Maitri, a California nonprofit public benefit corporation, in an amount not to exceed \$60,889 for a total aggregate amount not to exceed \$1,537,390, for July 1, 2007 to June 30, 2010, for its residential care facility located at 401 Duboce Street, to provide program operating and service costs for people living with HIV/AIDS; Housing Opportunities for Persons with AIDS Program. (Resolution No. 119-2009)
- (e) Authorizing a First Amendment to a Housing Opportunities For Persons with AIDS Supportive Services Agreement with Catholic Charities CYO, a California nonprofit public

benefit corporation, in an amount not to exceed \$182,653, for a total aggregate amount not to exceed \$4,532,713, for July 1, 2007 to June 30, 2010, for the Leland House, located at 141 Leland Avenue, to provide program operating and service costs for people living with HIV/AIDS; Housing Opportunities for Persons with AIDS Program. (Resolution No. 120-2009)

- (f) Authorizing a First Amendment to a Housing Opportunities For Persons with AIDS Supportive Services Agreement with Catholic Charities CYO, a California nonprofit public benefit corporation, in an amount not to exceed \$129,889 for a total aggregate amount not to exceed \$2,260,645, for July 1, 2007 to June 30, 2010, for the Peter Claver Community located at 1340 Golden Gate Avenue, to provide program operating and service costs for people living with HIV/AIDS; Housing Opportunities for Persons with AIDS Program. (Resolution No. 121-2009)

Action Taken: _____

REGULAR AGENDA

BEFORE THE REGULAR AGENDA ITEMS ARE CONSIDERED, THE REDEVELOPMENT AGENCY COMMISSION WILL RECESS TO CONSIDER ITEMS ON THE FINANCING AUTHORITY AGENDA, AFTER WHICH THE REDEVELOPMENT AGENCY COMMISSION WILL RECONVENE TO CONSIDER THE REMAINING AGENDA

Staff presentation estimated time: 10 minutes

- (g) Authorizing the execution of Loan Agreements in an aggregate principal amount of not to exceed \$115,500,000 relating to the issuance of the 2009 Series E Taxable Tax Allocation Revenue Bonds (San Francisco Redevelopment Projects) by the City and County of San Francisco Redevelopment Financing Authority; approving the final Official Statement and Bond Purchase contract relating to the Bonds, and authorizing and approving other matters properly relating thereto (Bayview Hunters Point Redevelopment Project Area – Project Area B, Embarcadero-Lower Market (Golden Gateway) Approved Redevelopment Project Area E-1, Hunters Point Redevelopment Project Area, India Basin Industrial Park Redevelopment Project Area, Mission Bay North Redevelopment Project Area, Mission Bay South Redevelopment Project Area, Rincon Point-South Beach Redevelopment Project Area, South of Market Redevelopment Project Area, Transbay Redevelopment Project Area, Western Addition Redevelopment Project Area A-2 and Yerba Buena Center Approved Redevelopment Project Area D-1). (Resolution No. 122-2009)

Action Taken: _____

- (h) Authorizing the execution of Loan Agreements in an aggregate principal amount of not to exceed \$7,500,000 relating to the issuance of the 2009 Series F Tax Allocation Revenue Bonds (San Francisco Redevelopment Projects) by the City and County of San Francisco Redevelopment Financing Authority; approving the final Official Statement and Bonds Purchase contract relating to the Bonds, and authorizing and approving other matters properly relating thereto (Bayview Hunters Point Redevelopment Project Area – Project Area B, South of Market Redevelopment Project Area, Transbay Redevelopment Project Area, and Yerba Buena Center Approved Redevelopment Project Area D-1). (Resolution No. 123-2009)

Action Taken: _____

**THE REDEVELOPMENT AGENCY COMMISSION WILL NOW RECONVENE
TO CONSIDER THE REMAINING AGENDA**

Staff presentation estimated time: 10 minutes

- (i) Approving an Amendment of the Agency's Fiscal Year 09/10 Budget to allocate \$35 million for payment to the Educational Revenue Augmentation Fund. (Resolution No. 124-2009)

Action Taken: _____

AGENDA ITEMS 4(j) AND (k) WILL BE PRESENTED TOGETHER BUT ACTED ON SEPARATELY

Staff presentation estimated time: 15 minutes

- (j) Authorizing a Fifth Amendment to the Hunters Point Shipyard Phase 1 Disposition and Development Agreement and a First Amendment to the Community Benefits Agreement between the Redevelopment Agency of the City and County of San Francisco and HPS Development Co., L.P.; Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 125-2009)

Action Taken: _____

- (k) Conditionally approving the combined Basic Conceptual and Schematic Designs for residential projects on Blocks 53 and 54 at Hunters Point Shipyard and adopting environmental findings pursuant to the California Environmental Quality Act; Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 126-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (l) Workshop on Mater Project Labor Agreements (PLA)

Staff presentation estimated time: 10 minutes

- (m) Authorizing a tax increment loan agreement with MSPDI Turk, LLC, a wholly-owned subsidiary of Michael Simmons Property Development, Inc., a California corporation, in an amount not to exceed \$16,072,427 for the development of 32 condominium units for low- and moderate-income, first-time homebuyers at 1345 Turk Street, and adopting environmental findings pursuant to the California Environmental Quality Act; Citywide Tax Increment Housing Program. (Resolution No. 127-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (n) Workshop regarding the schematic design for 73 units of very low income rental housing at 6600 Third Street, pursuant to an Acquisition and Predevelopment Loan with Third and LeConte Associates LP, a California Limited Partnership; Bayview Hunters Point Redevelopment Project Area; Citywide Tax Increment Housing Program.

Staff presentation estimated time: 10 minutes

- (o) Authorizing a Second Amendment to the Tax Increment Loan Agreement with 365 Fulton, L.P., a California Limited Partnership, to revise the loan disbursement budget and schedule of performance for the development of 120 units of very-low income supportive housing on Central Freeway Parcel G, southeast corner of Gough and Fulton Streets, Citywide Tax Increment Housing Program. (Resolution No. 128-2009)

Action Taken: _____

AGENDA ITEMS 4(p) AND (q) WILL BE PRESENTED TOGETHER BUT ACTED ON SEPARATELY

Staff presentation estimated time: 10 minutes

- (p) Authorizing an Amended and Restated Housing Opportunities for Persons with AIDS Capital Loan Agreement in an amount not to exceed \$243,487, for a total aggregate amount not to exceed \$1,493,487, with The Black Coalition on AIDS, a California nonprofit public benefit corporation, for the rehabilitation of Brandy Moore House, an 11-bed Transitional Housing Site, 1761 Turk Street; Housing Opportunities for Persons with AIDS Program. (Resolution No. 129-2009)

Action Taken: _____

- (q) Authorizing an Amended and Restated Housing Opportunities for Persons with AIDS Capital Loan Agreement in an amount not to exceed \$331,488, for a total aggregate amount not to exceed \$806,488, with Baker Places, Inc., a California nonprofit public benefit corporation, for the rehabilitation of Ferguson Place, a 12-bed transitional housing site, 1249 Scott Street; Housing Opportunities for Persons With AIDS Program. (Resolution No. 130-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (r) Authorizing a Letter Agreement with the City of San Francisco Department of Public Works for Phase I Infrastructure Task Force Services for the Hunters View Housing Development at Middle Point and West Point Roads, for an aggregate amount not to exceed \$430,000; Bayview Hunters Point Redevelopment Project Area. (Resolution No. 131-2009)

Action Taken: _____

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1. Recognition of a Quorum
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3. Matters of Unfinished Business. None
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

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- (a) Approval of Minutes: Meeting of October 20, 2009
- (b) Authorizing a First Amendment to the Personal Services Contract with On Target Delivery Service, a sole proprietorship, to extend the term of the contract by one year from December 1, 2009 through November 30, 2010, increase the scope of services to include all local pick-ups and deliveries, increase the fee schedule and clarify the terms of the services provided. (Resolution No. 132-2009)

Action Taken: _____

REGULAR AGENDA

Agenda Items 4(c) – 4(e) will be presented together, but acted on separately

Staff presentation estimated time: 10 minutes

- (c) Authorizing an Amended and Restated Tax Increment Loan Agreement with Turk & Eddy Associates, L.P., a California Limited Partnership, to increase the loan amount by \$1,706,059, for a total aggregate amount not to exceed \$8,770,890, in conjunction with the rehabilitation of 80 very low income rental units, plus two managers' units, located at 249 Eddy Street and 161-165 Turk Street: Affordable Housing Preservation Program, Citywide Tax Increment Housing Program. (Resolution No. 133-2009)

Action Taken: _____

- (d) Authorizing a Ground Lease with Turk & Eddy Associates, L.P., a California Limited Partnership, for a term of 55 years with a 44 year option to extend, with annual lease payments of \$340,000, in conjunction with approximately 80 very low income rental units, plus two managers' units, located at 249 Eddy Street and 161-165 Turk Street; Affordable Housing Preservation Program, Citywide Tax Increment Housing Program. (Resolution No. 134-2009)

Action Taken: _____

- (e) Authorizing adoption of a Relocation Plan in conjunction with the rehabilitation of approximately 80 very low income rental units, plus two managers' units, located at 249 Eddy Street, and 161-165 Turk Street, as part of the Agency's Affordable Housing Preservation Program; Citywide Tax Increment Housing Program. (Resolution No. 135-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (f) Approving a policy regarding the Agency's use of future tax increment from the original Yerba Buena Center Redevelopment Project Area to fulfill its replacement housing obligations; Yerba Buena Center Redevelopment Project Area. (Resolution No. 136-2009)

Action Taken: _____

6. Matters not appearing on Agenda

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7. Report of the President

8. Report of the Executive Director

9. Commissioners' Questions and Matters

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3. Matters of Unfinished Business. None
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

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- (a) Authorizing a Permit to Enter Agreement with Brian Googin, an individual, related to the maintenance of an existing art installation, 200-214 Sixth Street, South of Market Redevelopment Project Area. (Resolution No. 137-2009)
- (b) Authorizing a First Amendment to a Ground Lease with 275 10th Street LLC, a California limited liability company for 1350 Folsom Street, 275 10th Street, And 72 Dore Street in conjunction with the development of 134 very low income rental units; Citywide Tax Increment Housing Program. (Resolution No. 138-2009)
- (c) Approving the Fiscal Year 2009-2010 budget in a total amount not to exceed \$217,229 for the second year of a three-year personal services contract with the San Francisco Community Clinic Consortium to provide fiscal and administrative services for the South of Market Project Area Committee, for a total aggregate amount not to exceed \$341,163; South of Market Redevelopment Project Area. (Resolution No. 139-2009)

Action Taken: _____

REGULAR AGENDA

Staff presentation estimated time: 10 minutes

- (d) Commending and expressing appreciation to Linda A. Cheu for her dedicated service upon the occasion of her departure from the Redevelopment Agency of the City and County of San Francisco. (Resolution No. 140-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (e) Authorizing a Personal Services Contract with PBS&J, a Florida corporation, in an amount not to exceed \$300,200, for a term of one year from November 18, 2009 to November 17, 2010, to complete an Environmental Impact Report for the redevelopment program for Bayview Hunters Point Area C; Bayview Hunters Point Redevelopment Survey Area. (Resolution No. 141-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

(Items 4(f) and (g) will be presented together, but acted on separately)

- (f) Authorizing a Letter Agreement with the Mayor's Office of Economic and Workforce Development for the administration of the SF Shines Façade Improvement Program for a six-month term with one six-month extension in an amount not to exceed \$492,977; Bayview Hunters Point Redevelopment Project Area. (Resolution No. 142-2009)

Action Taken: _____

- (g) Authorizing a First Amendment to the Amended and Restated Letter Agreement with the Mayor's Office of Economic and Workforce Development for the administration of the SF Shines Façade Improvement Program and additional marketing and economic development services in the Western Addition neighborhood for a three-year term in an amount not to exceed \$800,000. (Resolution No. 143-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (h) Adopting a resolution urging the California High-Speed Rail Authority to accept the Transbay Transit Center as the San Francisco station for the high-speed rail system and to reject alternative locations as infeasible and inconsistent with state and local law; Transbay Redevelopment Project Area. (Resolution No. 144-2009)

Action Taken: _____

Staff presentation estimated time: 10 minutes

- (i) Authorizing First Amendments to the Acquisition Loan Agreement and Predevelopment Loan Agreement with Third and LeConte Associates, LP, a California limited partnership, to substitute Mercy Housing Calwest, a California nonprofit, public benefit corporation, for Third and LeConte Housing, LLC, as the managing general partner and substitute South of Market Mercy Housing, A California nonprofit, public benefit corporation, for Citizens Housing as the limited partner of Third and LeConte Associates, LP, in conjunction with the development of 73 units of low-income rental housing at 6600 Third Street; Bayview Hunters Point Redevelopment Project Area. (Resolution No. 145-2009)

Action Taken: _____

- (j) Authorizing a Personal Services Contract with MJM Management Group, a California Corporation, for property management of the Mission Bay open space system for an initial term of three years, with one three year option to extend the contract, for a total aggregate management fee amount not to exceed \$617,362; Mission Bay North and South Redevelopment Project Areas. (Resolution No. 146-2009)

Action Taken: _____

6. **Matters not appearing on Agenda**
7. **Persons wishing to address the members on non-Agenda, but Agency related matters.**
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 - *If you have questions or would like to bring a matter to the Commission's attention, please contact the Commission Secretary after the meeting or at Gina.Solis@sfgov.org.*
7. **Report of the President**
8. **Report of the Executive Director**
9. **Commissioners' Questions and Matters**
10. **Closed Session**
11. **Adjournment**

REDEVELOPMENT AGENCY of the City and County of San Francisco



Gavin Newsom, Mayor

Rick Swig, Acting President
London Breed
Miguel M. Bustos
Francine Covington
Leroy King
Darshan Singh

Fred Blackwell, Executive Director
Gina E. Solis, Commission Secretary



CITY HALL, ROOM 416
1 DR. CARLTON B. GOODLETT PLACE
SAN FRANCISCO, CA 94102
www.sfgov.org/sfra
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ACCESSIBLE MEETING POLICY

For additional information about the Agenda items, visit the Agency's web site to access staff reports and relevant materials – www.sfgov.org/sfra

1. The meeting/hearing will be held in City Hall, Room 416, 1 Dr. Carlton B. Goodlett Place, San Francisco. The room is wheelchair accessible and has accessible seating for persons with disabilities and those using wheelchairs.
2. The closest accessible BART station is Civic Center, three blocks from City Hall. Accessible MUNI lines serving this location are: #47 Van Ness, #49 Van Ness, #71 Haight/Noriega, #5 Fulton, #21 Hayes, # 6 Parnassus, #7 Haight, the F Line to Market and Van Ness and any line serving the Metro Stations at Van Ness and Market and at Civic Center. For more information about MUNI accessible services, call 415-673-6142.
3. There is accessible parking across from City Hall at the Civic Center Garage.
4. The following services are available by calling the Redevelopment Agency at (415) 749-2400 at least 72 hours prior to the meeting/hearing: American Sign Language interpreters, use of a reader during a meeting, or a sound enhancement system. Following a meeting minutes can be made available by audiocassette tape or alternative formats.
5. Requests for language interpreters at a meeting must be received at least 72 hours in advance of the meeting to help ensure availability. Please contact the Redevelopment Agency at (415) 749-2400.
6. In order to assist the Agency's efforts to accommodate persons with severe allergies, environmental illness, multiple chemical sensitivity or related disabilities, attendees at public meetings are reminded that other attendees may be sensitive to various chemical based products. Please help the Agency to accommodate these individuals.

REGULAR MEETING AGENDA

PLEASE NOTE: SHOULD YOU WISH TO ADDRESS THE COMMISSION, FILL OUT A "SPEAKERS CARD" PROVIDED BY THE AGENCY SECRETARY, AND SUBMIT THE COMPLETED CARD TO THE AGENCY SECRETARY. REMARKS ARE LIMITED TO THREE (3) MINUTES, UNLESS AN EXTENSION OF TIME IS GRANTED.

1. Recognition of a Quorum
2. Report on actions taken at previous Closed Session meeting, if any.
3. Matters of Unfinished Business. None
4. Matters of New Business:

CONSENT AGENDA

Estimated time: 5 minutes

ALL MATTERS LISTED HEREUNDER CONSTITUTE A CONSENT AGENDA, ARE CONSIDERED TO BE ROUTINE BY THE REDEVELOPMENT AGENCY COMMISSION, AND WILL BE ACTED UPON BY A SINGLE VOTE OF THE COMMISSION. THERE WILL BE NO SEPARATE DISCUSSION OF THESE ITEMS UNLESS A MEMBER OF THE COMMISSION OR THE PUBLIC SO REQUESTS, IN WHICH EVENT THE MATTER SHALL BE REMOVED FROM THE CONSENT AGENDA AND CONSIDERED AS A SEPARATE ITEM:

- (a) Approval of Minutes: November 3, 2009
- (b) Authorizing a First Amendment to a Ground Lease with 650 Eddy, L.P., a California limited partnership, for 650 Eddy Street in conjunction with the development of 83 very low-income rental units; Citywide Tax Increment Housing Program. (Resolution No. 147-2009)
- (c) Authorizing the application for the 2010 Regional Transportation Improvement Program Grant Funds, and the acceptance and expenditure of an amount not to exceed \$1,109,000 for the Arelious Walker Drive Stairway Improvement Project located at the intersection of Arelious Walker Drive and Innes Avenue; Bayview Hunters Point Redevelopment Project Area. (Resolution No. 148-2009)
- (d) Approving an Amended and Restated Indenture of Trust, a Remarketing Statement, and Related Documents for Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 7 (Hunters Point Shipyard Phase One Improvements); Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 149-2009)

Action Taken: _____

REGULAR AGENDA

- (c) Election of Officers 2010

Staff presentation estimated time: 15 minutes

- (f) **PUBLIC HEARING TO HEAR ALL PERSONS
INTERESTED IN THE CANDLESTICK
POINT-HUNTERS POINT SHIPYARD PHASE 2
DRAFT ENVIRONMENTAL REPORT**

Public Hearing on the Adequacy of the Draft Environmental Impact Report for the Candlestick Point – Hunters Point Shipyard Phase II Development Plan Project; Bayview Hunters Point and Hunters Point Shipyard Redevelopment Project Areas.

Staff presentation estimated time: 10 minutes

- (g) Authorizing a Personal Services Contract with Treadwell & Rollo, Inc., a California corporation, for the period covering December 20, 2009 through December 19, 2012 for a total aggregate amount not to exceed \$1,449,260, for technical environmental services in connection with (1) the enhanced dust monitoring program for the Phase 1 development at the Hunters Point Shipyard; and (2) the transfer of property at the Hunters Point Shipyard from the United States Department of the Navy to the Agency; Hunters Point Shipyard Redevelopment Project Area. (Resolution No. 150-2009)

Action Taken: _____

(Agenda Items 4(h) – 4(l) will be presented together, but acted on separately)

Staff presentation estimated time: 10 minutes

- (h) Authorizing a Personal Services Contract with San Francisco Conservation Corps, a California nonprofit corporation, for Workforce Services in Connection with the Agency's Job Readiness Initiative, for a term of 18 months, in an amount not to exceed \$292,050, subject to the Annual Appropriation of Funds; Bayview Hunters Point, Hunters Point Shipyard and Visitation Valley Redevelopment Project Areas. (Resolution No. 151-2009)

Action Taken: _____

- (i) Authorizing a Personal Services Contract with Girls 2000, a California nonprofit corporation, dba Hunters Point Family, for Workforce Services in Connection with the Agency's Job Readiness Initiative, for a term of 18 Months, in an amount not to exceed \$179,970, subject to the Annual Appropriation of Funds; Bayview Hunters Point and Hunters Point Shipyard Redevelopment Project Areas. (Resolution No. 152-2009)

Action Taken: _____

- (j) Authorizing a Personal Services Contract with Young Community Developers, Inc., a California nonprofit corporation, for Workforce Services in connection with the Agency's Job Readiness Initiative, for a term of 18 Months, in an amount not to exceed \$300,000, subject to the Annual Appropriation of Funds; Bayview Hunters Point and Hunters Point Shipyard Redevelopment Project Areas. (Resolution No. 153-2009)

Action Taken: _____

- (k) Authorizing a Personal Services Contract with Mission Hiring Hall, Inc., a California nonprofit corporation, for Workforce Services in connection with the Agency's Job Readiness Initiative, for a term of 18 Months, in an amount not to exceed \$900,000, subject to the Annual Appropriation of Funds; Mission Bay, South of Market, Transbay, and Yerba Buena Center Redevelopment Project Areas. (Resolution No. 154-2009)

Action Taken: _____

- (l) Authorizing a Personal Services Contract with Goodwill Industries of San Francisco, San Mateo & Marin Counties, a California nonprofit corporation, for Workforce Services in connection with the Agency's Job Readiness Initiative, for a term of 18 Months, in an amount not to exceed \$356,925, subject to the Annual Appropriation of Funds; Bayview Hunters Point, Hunters Point Shipyard and Visitation Valley Redevelopment Project Areas. (Resolution No. 155-2009)

Action Taken: _____

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7. **Report of the President**

8. **Report of the Executive Director**

9. **Commissioners' Questions and Matters**

10. **Closed Session**

11. **Adjournment**

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